



MARVEL
COMICS



\$1.95 AUS

7
AUG
01165

APPROVED
BY THE
COMICS
CODE
AUTHORITY

A FEARSOME NEW FOE FIGHTS

SPIDER-MAN

2099

VULTURE 2099



NEVER YOU MIND SPIDER-MAN, I'VE GOT EVERYTHING FIRMLY UNDER CONTROL.

A YOUNG WOMAN WITH NO COMPREHENSION OF HER OWN MORTALITY IS FOLLOWING, THAT'S ALL. TRYING TO BE A HEROINE.

LET 'IM DOWN, VULTURE! OR I SWEAR, I'LL PIN YOUR TAIL FEATHERS BACK!

Stan Lee PRESENTS:
Wing
And a
Prayer

MORE FLIGHTS OF FANCY FROM --

PETER DAVID
WRITER

RICK LEONARDI
PENCILER

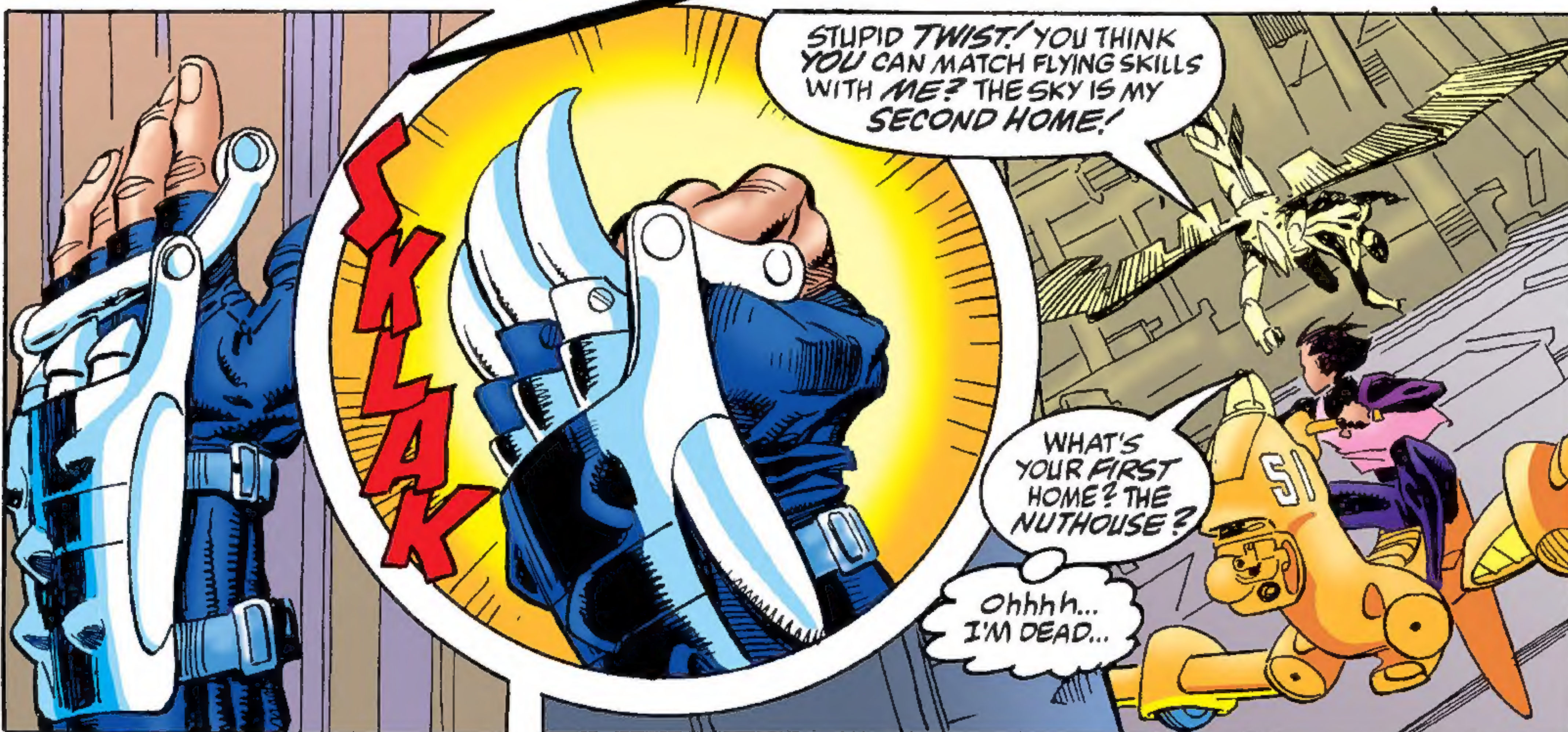
AL WILLIAMSON
INKER

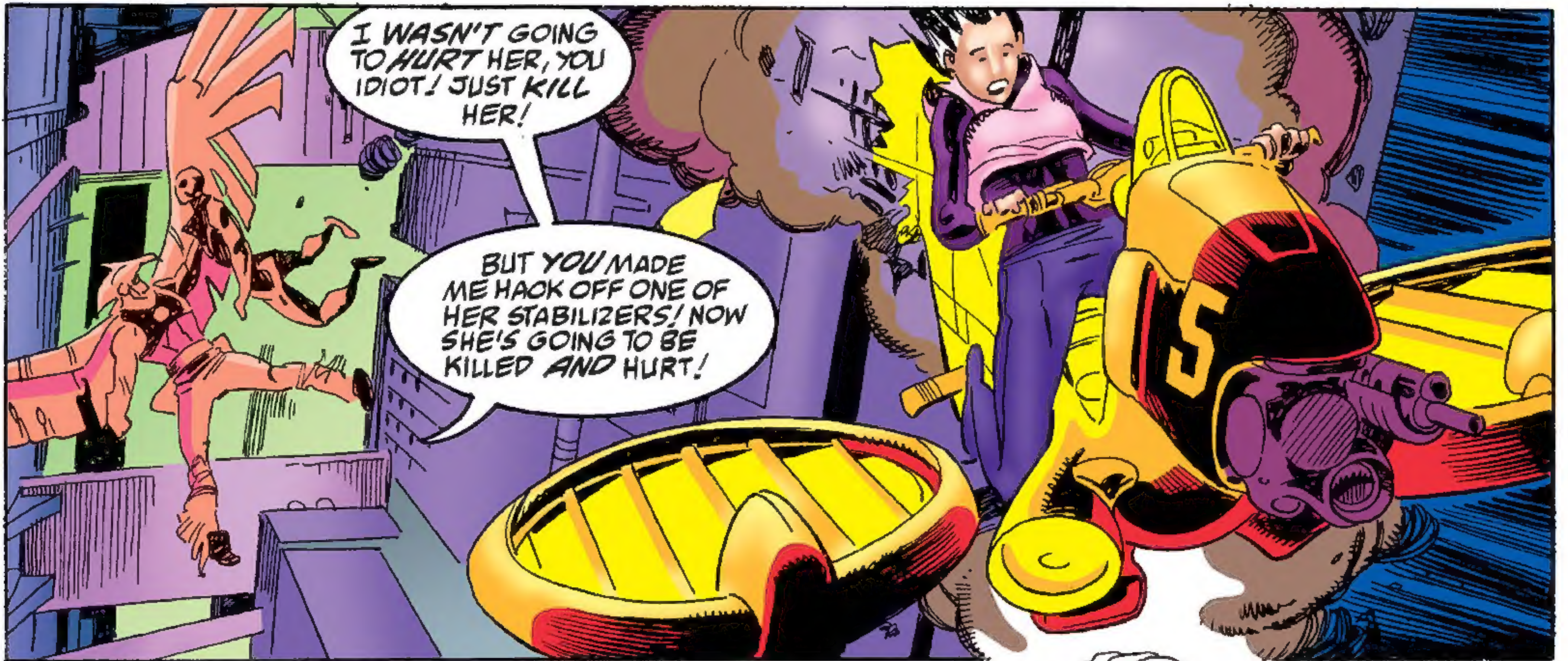
RICK PARKER
LETTERER

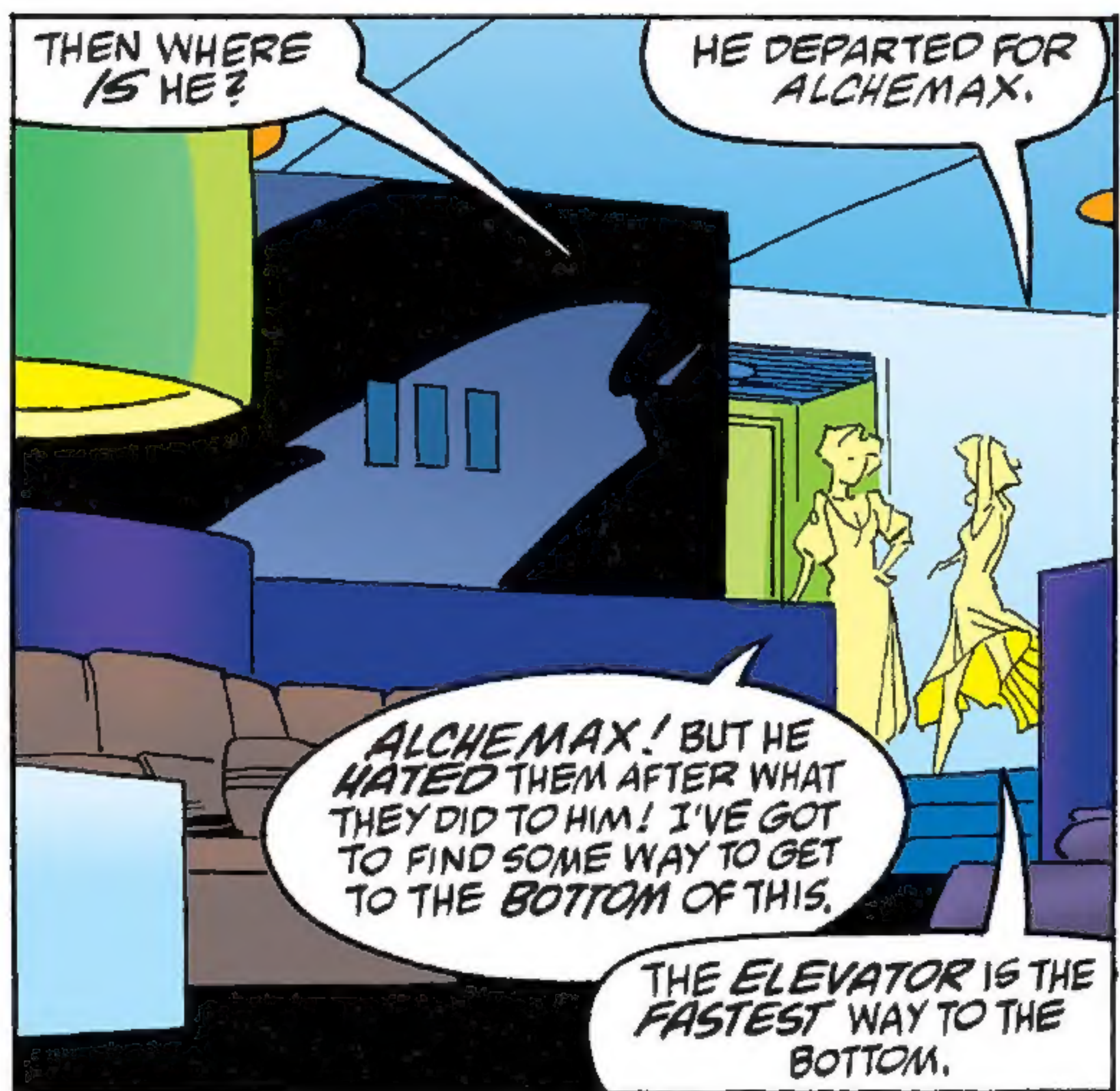
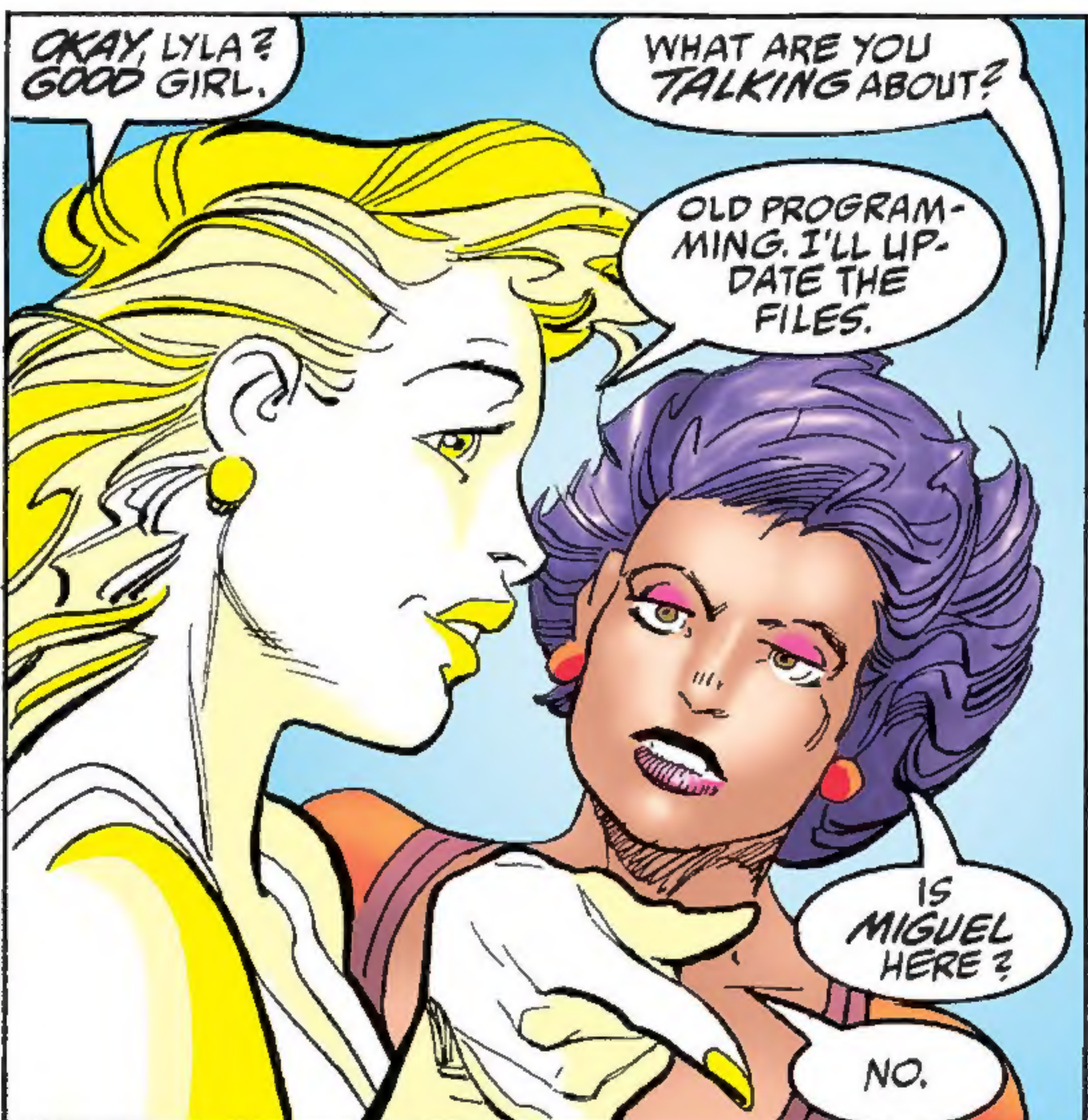
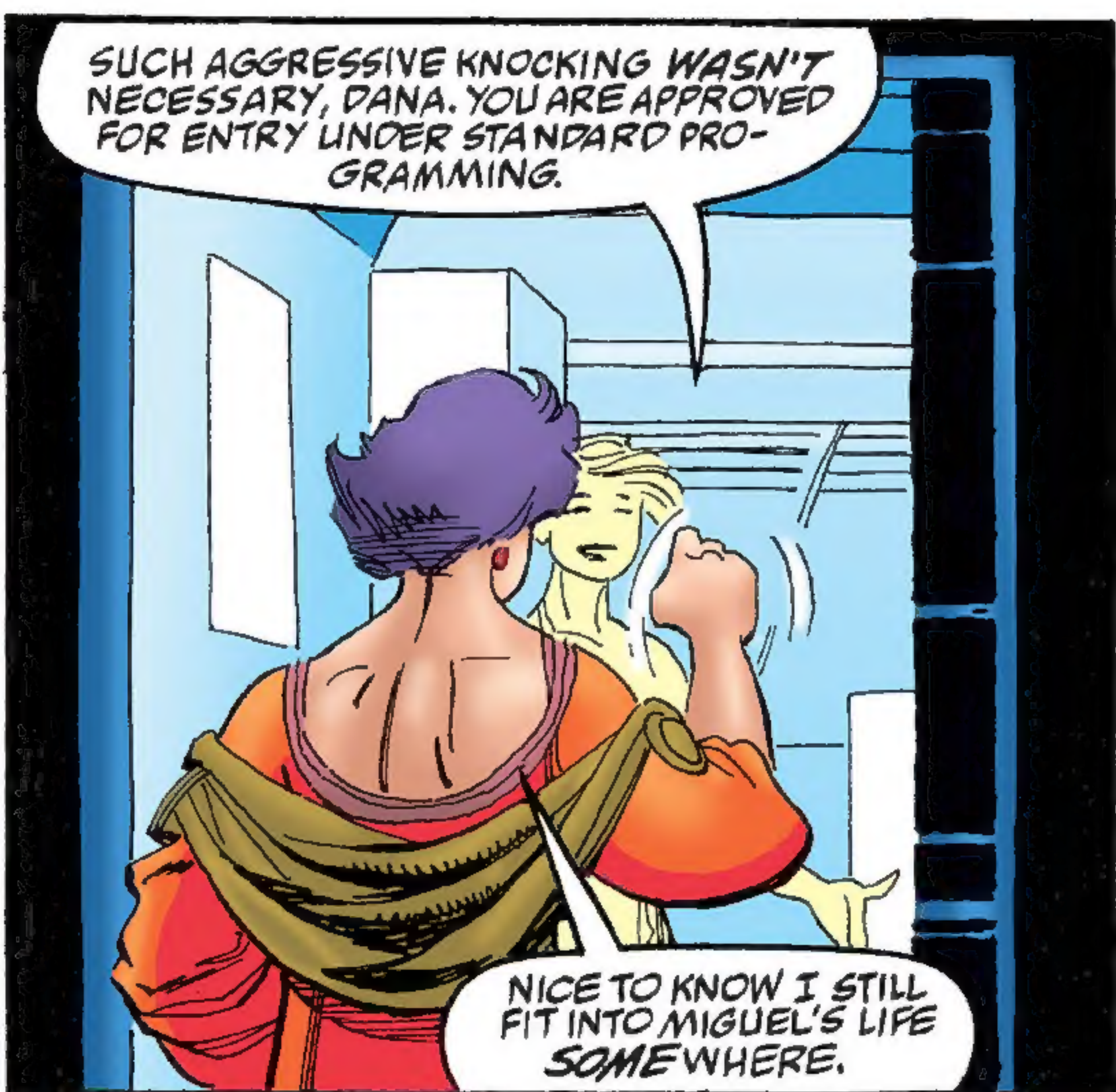
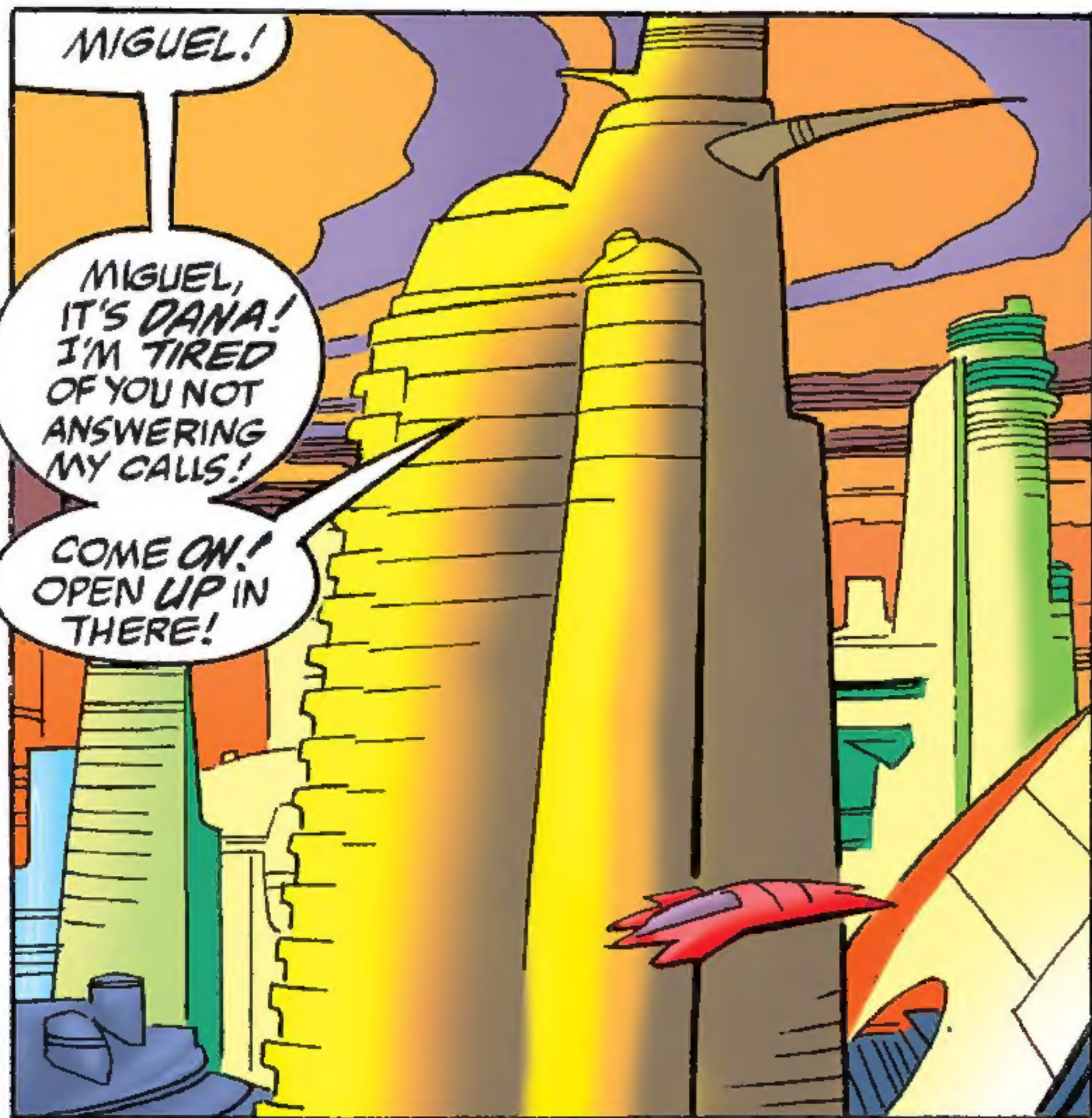
STEVE BUCELLATO
COLORIST

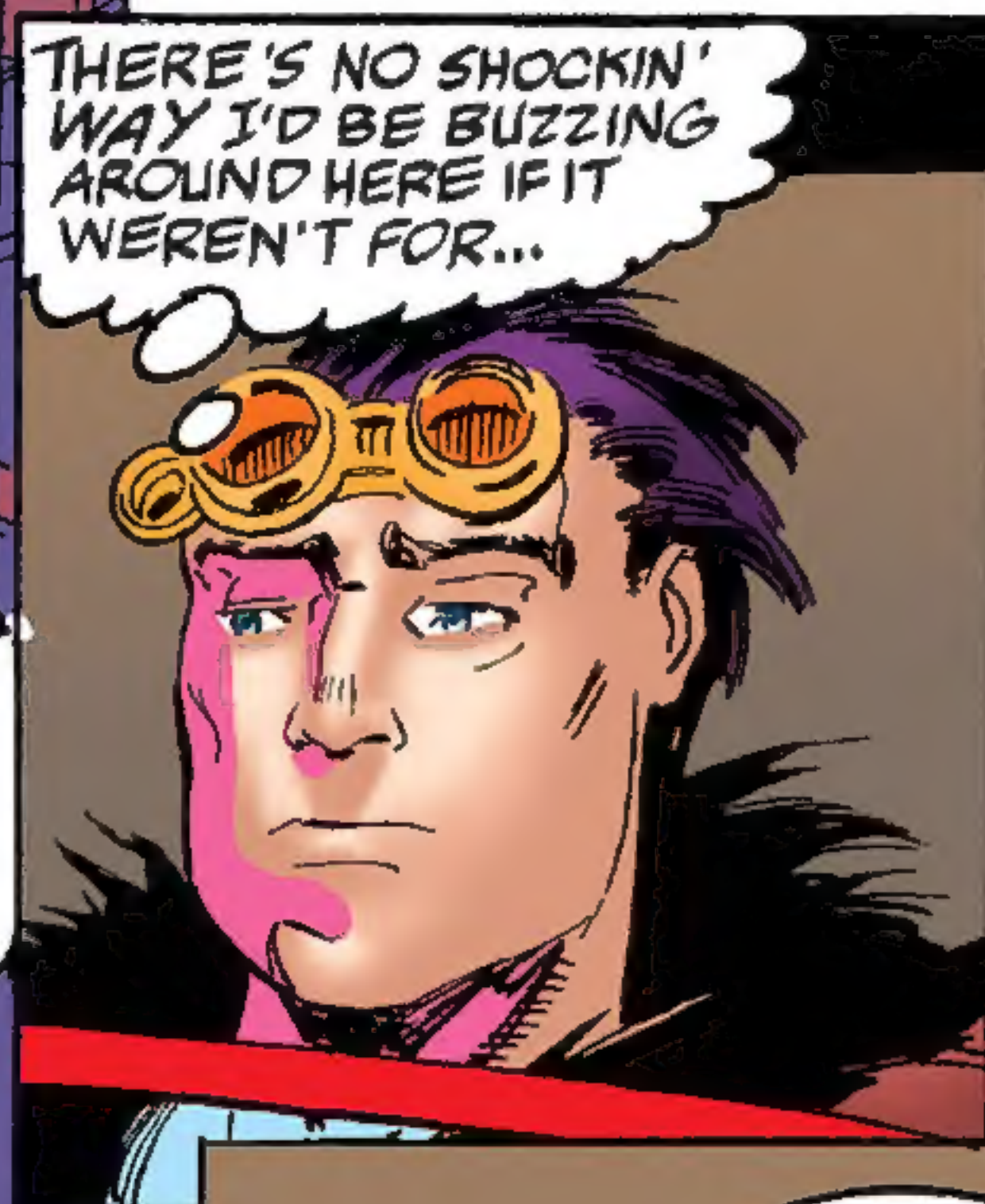
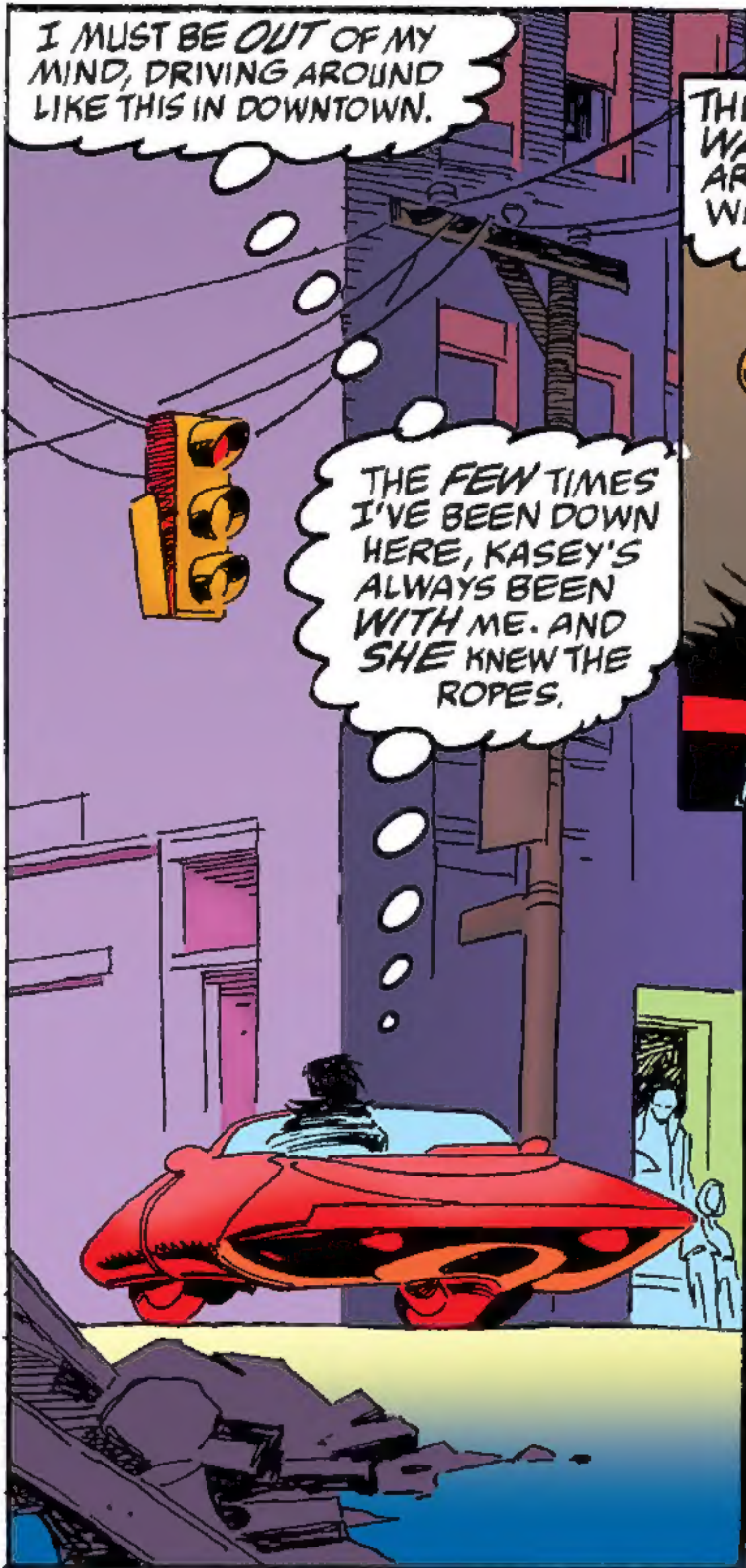
JOEY CAVALIERI
EDITOR

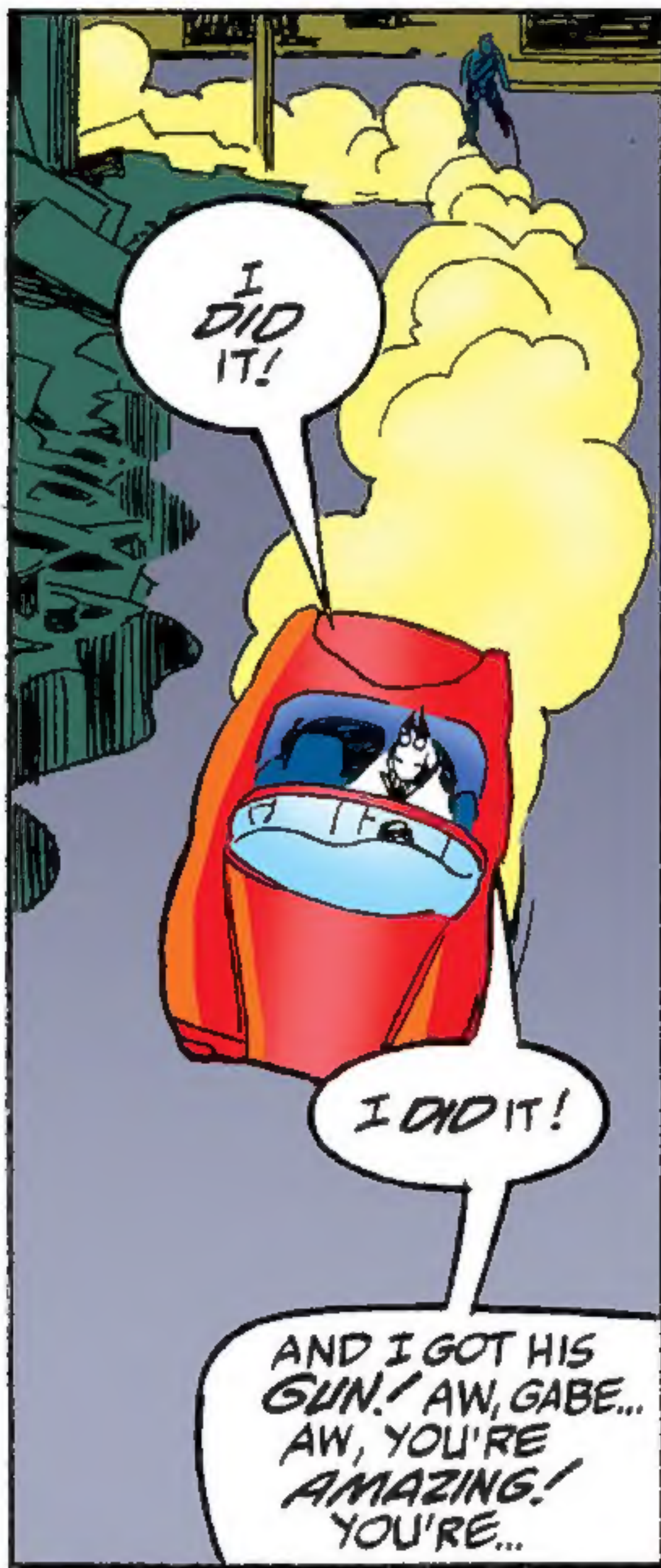
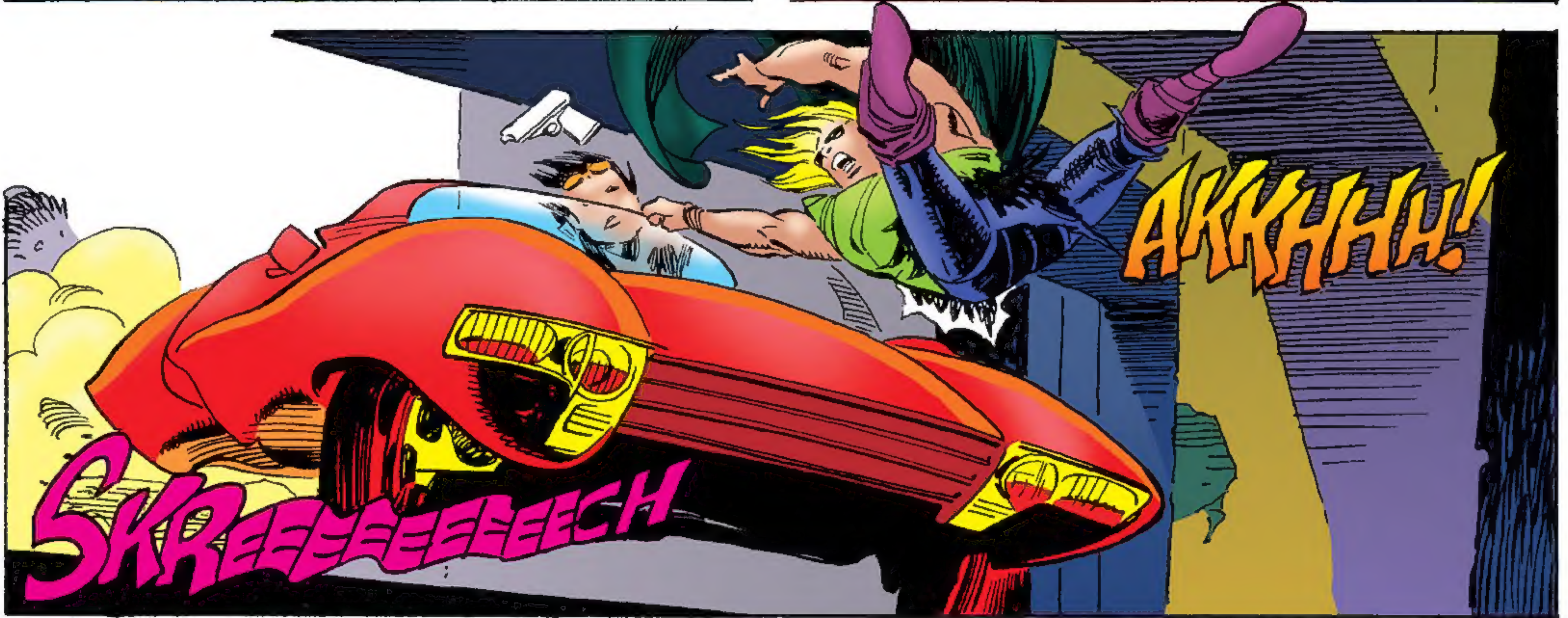
TOM DEFALCO
CHIEF

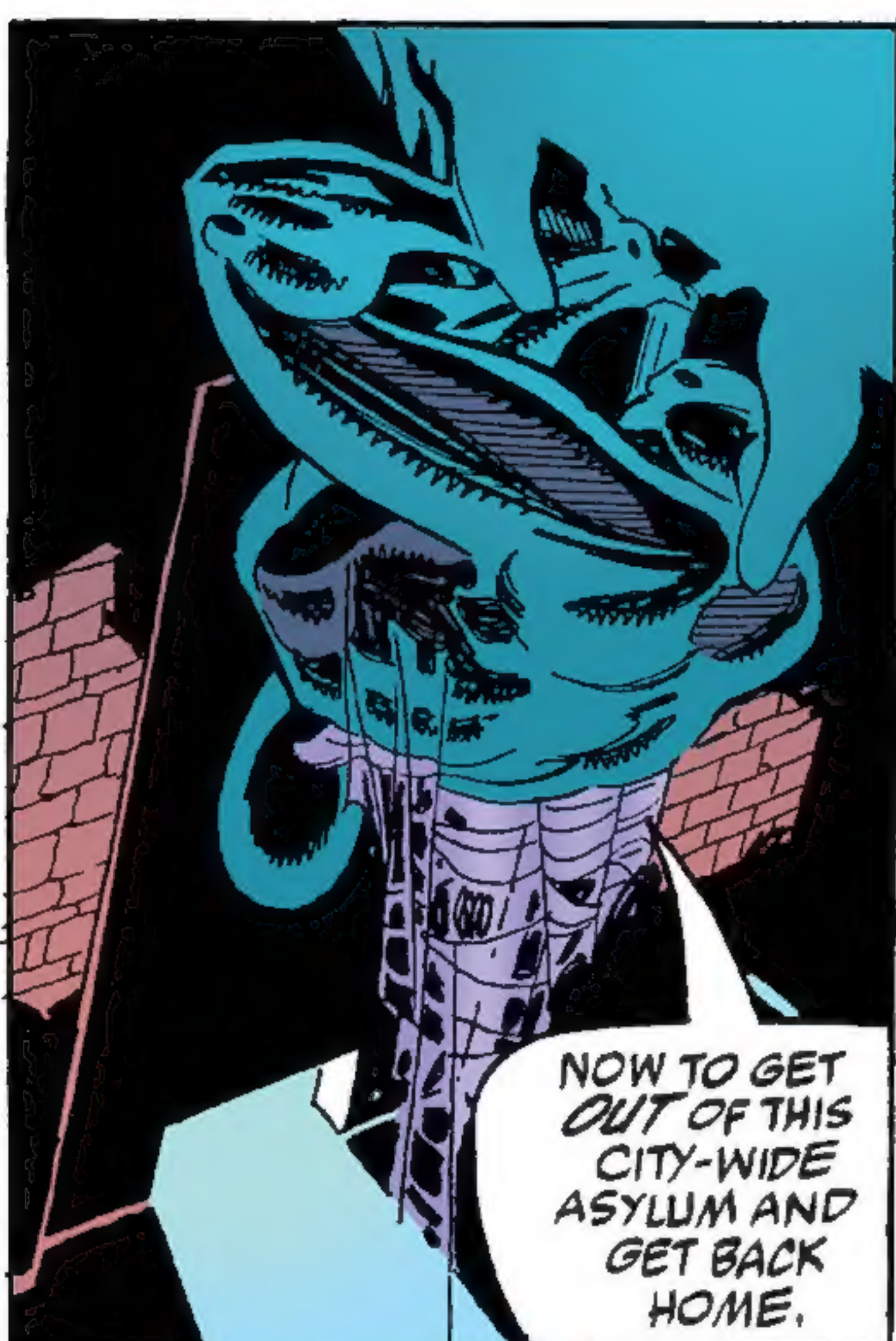
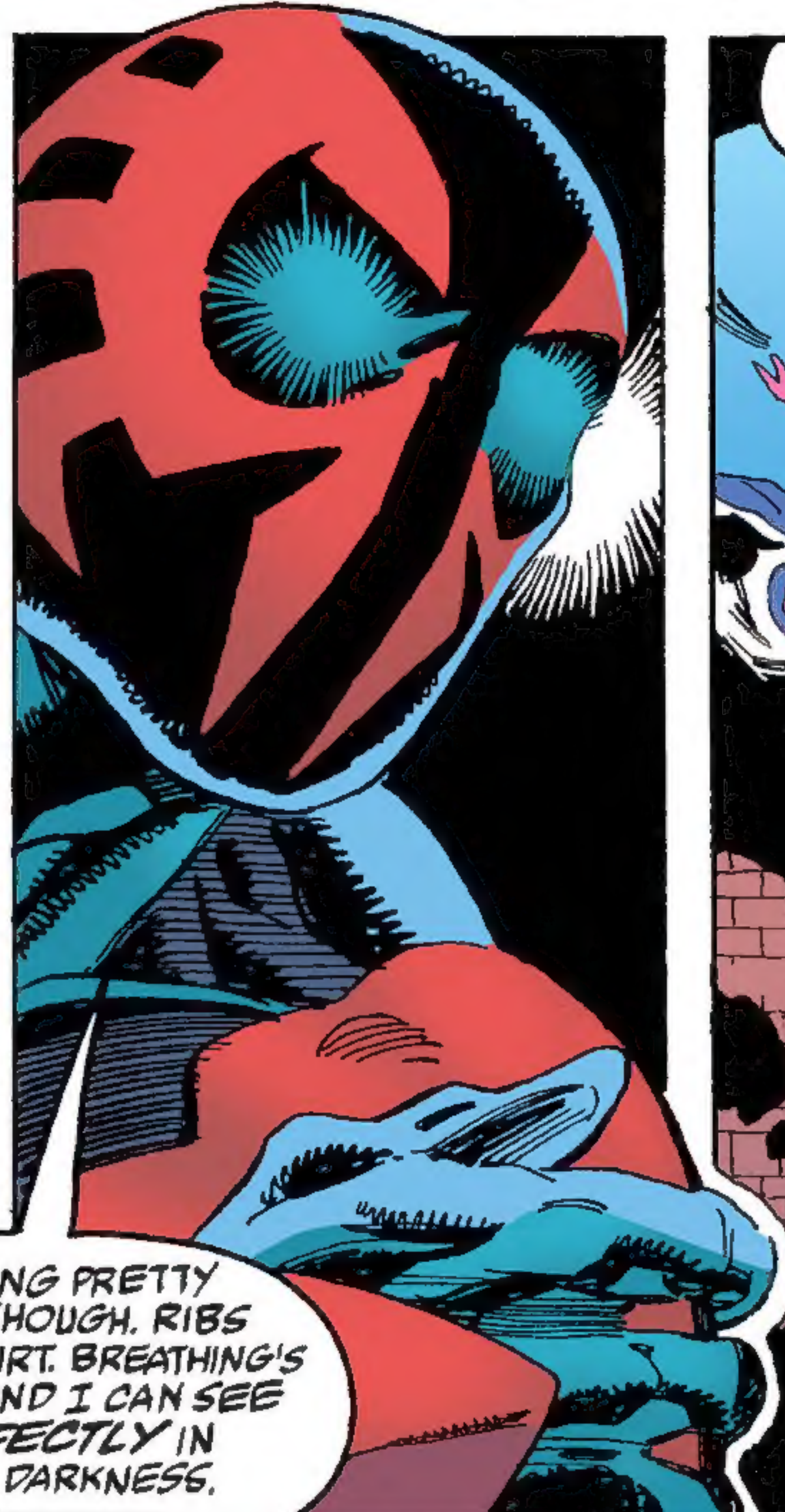
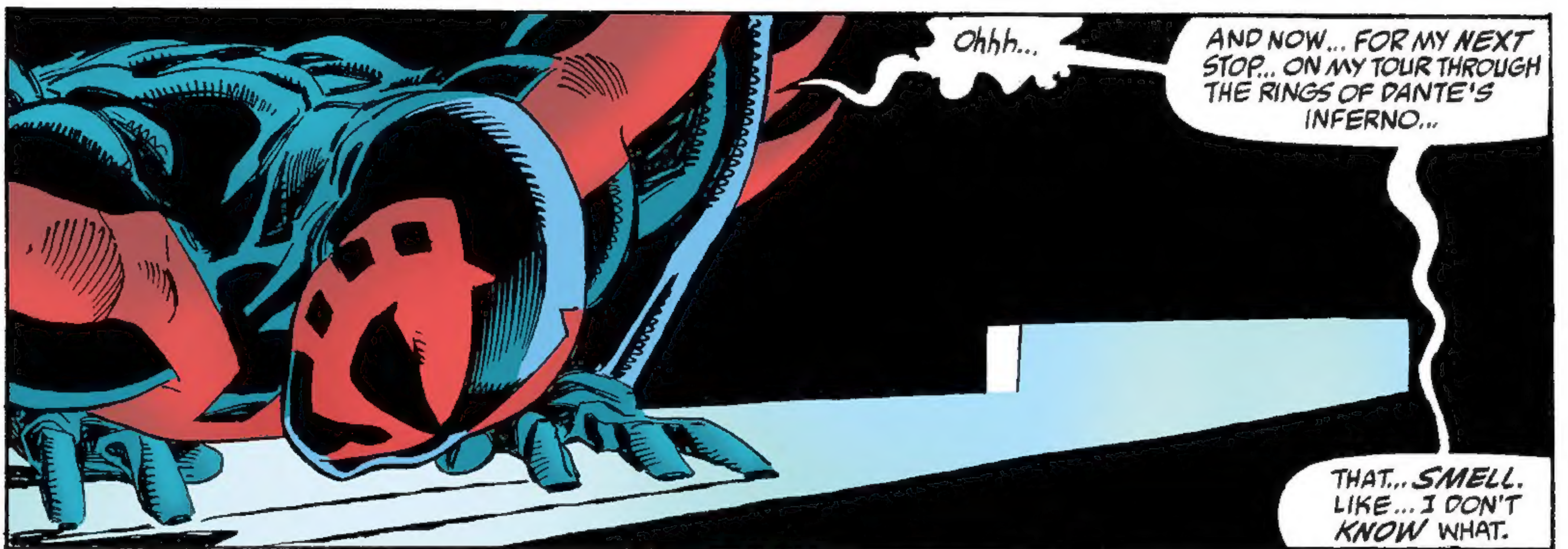


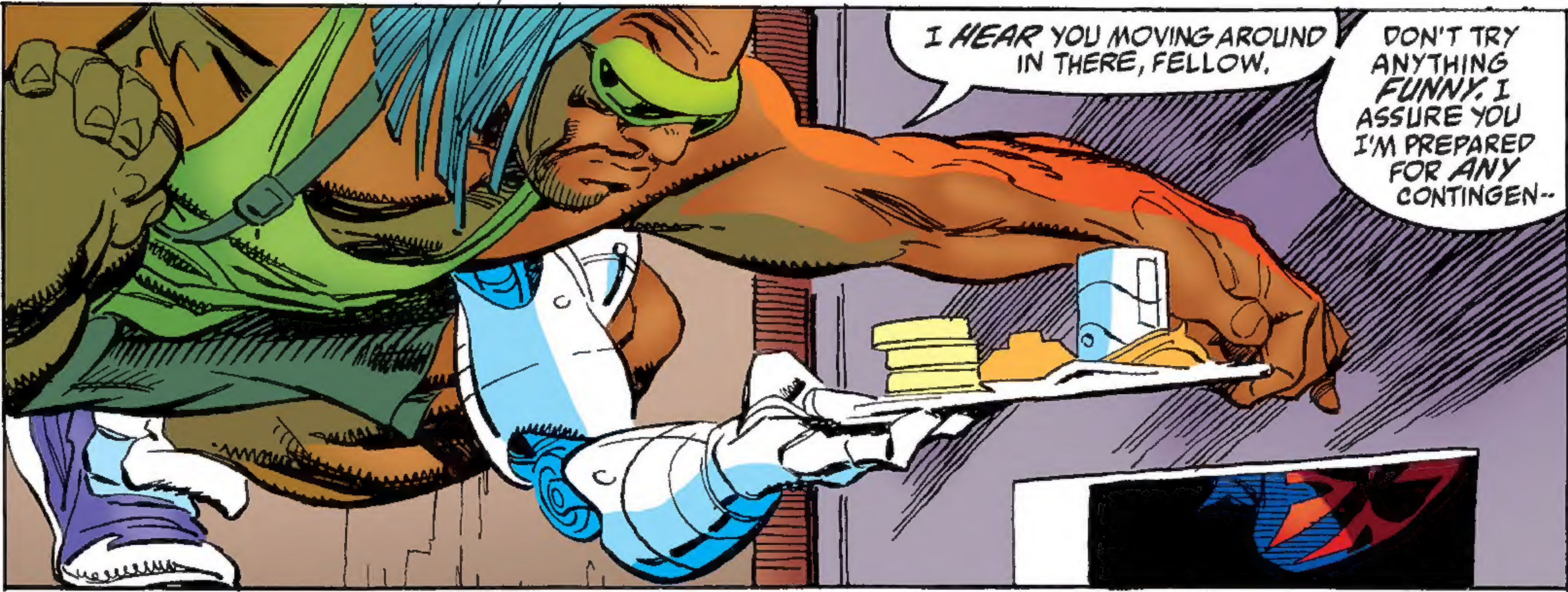


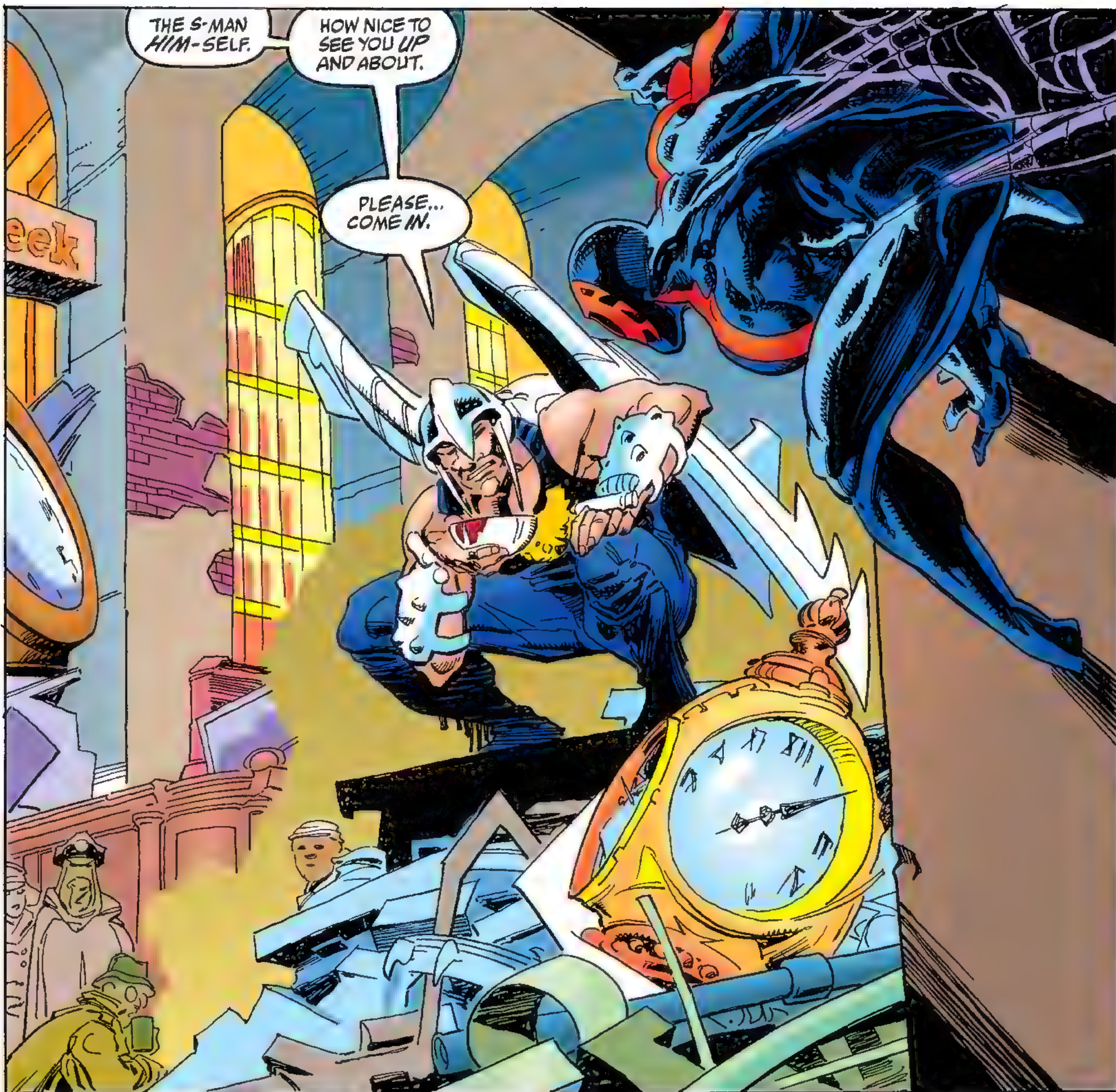












THE S-MAN
HIM-SELF.

HOW NICE TO
SEE YOU UP
AND ABOUT.

PLEASE...
COME IN.

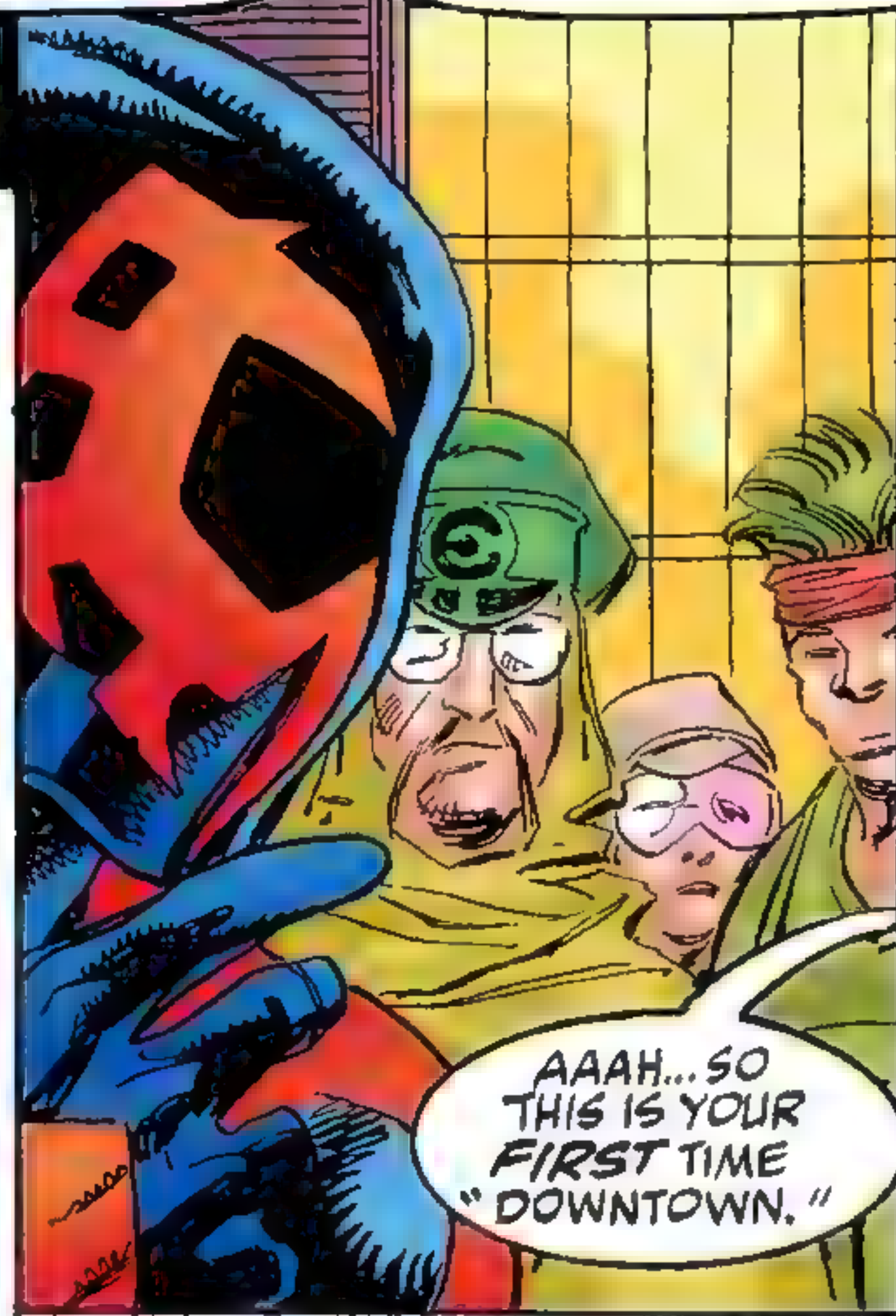
NO NEED TO HAVE
YOUR FISTS ALL
CLENCHED.

YOU'RE
AMONG
FRIENDS.

YOU'RE
AMONG...THE
FREAKERS.

I FEEL LIKE I'VE ASKED THIS
QUESTION A *THOUSAND* TIMES
RECENTLY, BUT...

WHAT *IS* THIS PLACE?
I'VE LIVED IN NEW YORK
FOR YEARS AND NEVER...



AAAH... SO
THIS IS YOUR
FIRST TIME
"DOWNTOWN."

TO USE MODERN PARLANCE... "DOWNTOWN" IS THE BOTTOM OF THE CORPORATE LADDER.

OUR POPULACE IS THE DREGS. THE "SURPLUS POPULATION" DICKENS WROTE OF

THE POOR, THE NEEDY, THE DESPERATE, THOSE WITH MENIAL OR DEAD-END JOBS, OR SIMPLY JOBLESS.

ONCE, THIS WAS PRIME REAL ESTATE, BUT NEW YORK COULDN'T EXPAND OUTWARD, SO IT EXPANDED UPWARD... LEAVING FAR BEHIND THE "UNDERBELLY" OF SOCIETY.

FOR MUTUAL PROTECTION, MANY CITIZENS JOIN CLIQUES. I AM THE LEADER OF THE FREAKERS, THE LARGEST OF THE CLIQUES. THERE ARE OTHERS...

THE THROWBACKS, THE SCAVS, THE TRUMPS... EVEN THOSE RELIGIOUS FOOLS, THE THORITES, HAD THEIR BEGINNINGS HERE.

EACH CLIQUE HAS ITS OWN PRIORITY, SENSE OF PURPOSE, AND TERRITORY.

BUT... BUT THAT'S INSANE. IF YOU ALL WORKED TOGETHER...

HOW QUAINLY, DANGEROUSLY CORPORATE OF YOU.

PEOPLE WITH OPPOSING VIEWS WORKING TOGETHER? NOW THAT'S INSANITY.

PEOPLE WITH OPPOSING VIEWS BATTLING FOR SUPREMACY... NOW THAT'S NATURAL. THE STRONG CAN, AND DO, DEVOUR THE WEAK.

SO TELL ME: WHICH OF THE INDYS MADE YOU?

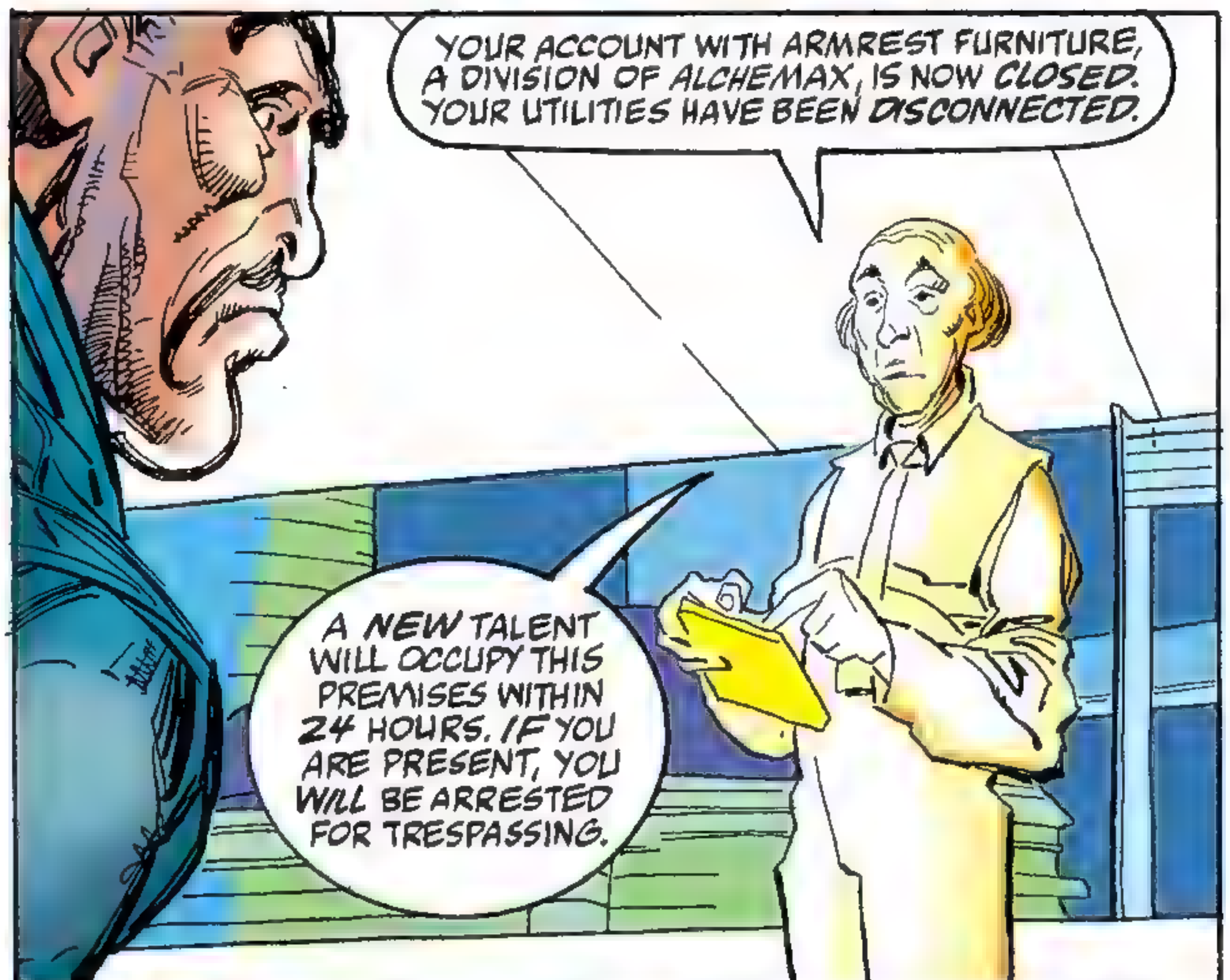
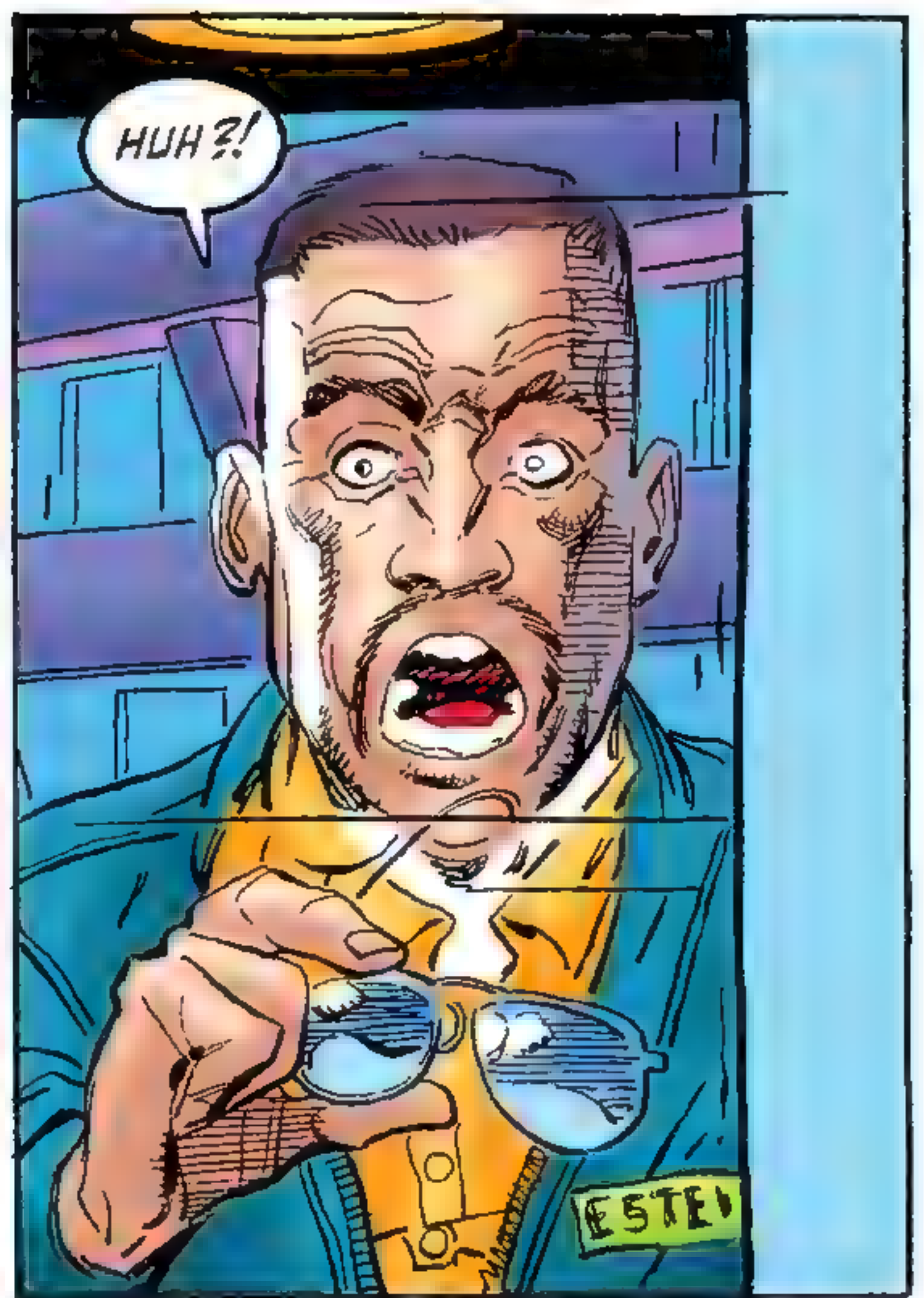
"INDYS?" WHAT ARE YOU TALKING ABOUT?

DON'T PLAY GAMES WITH ME! NO ONE IS THAT IGNORANT OF THE WORLD THEY LIVE IN!

DON'T YOU KNOW WHAT'S GOING ON OUT THERE? THE INDYS. THE FLOATING CITIES. THE MUTROIDS.

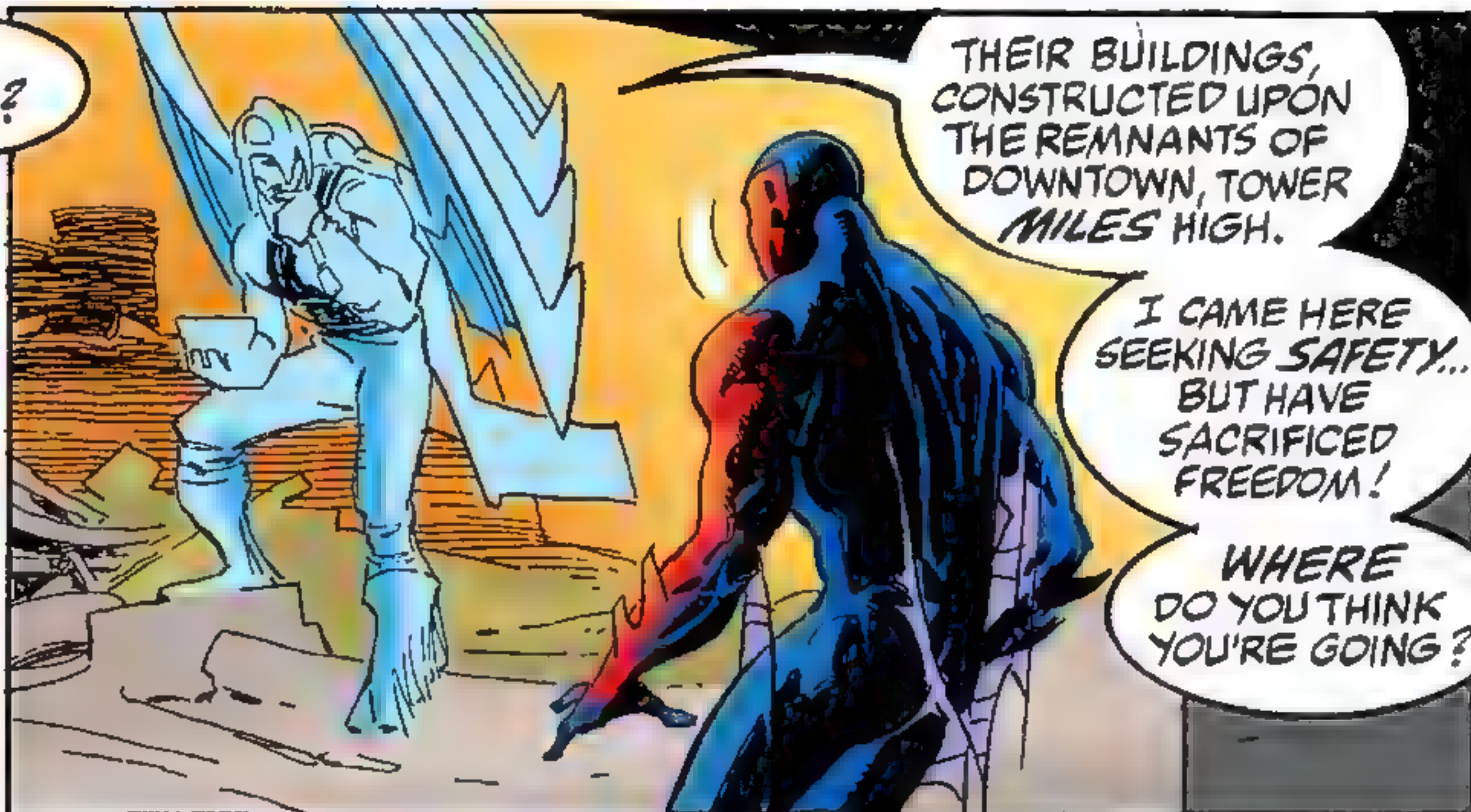
NO, NO. OBVIOUSLY THE SAME PEOPLE MADE YOU AS MADE ME. AND YOU BROKE AWAY FROM THEM, JUST AS I DID.

OKAY, LOOK... JUST FOR ARGUMENT'S SAKE... LET'S SAY I KNOW ABOUT EVERYTHING YOU'VE MENTIONED. SO... WHAT DO YOU WANT FROM ME?





THE SKIES?



THEIR BUILDINGS, CONSTRUCTED UPON THE REMNANTS OF DOWNTOWN, TOWER MILES HIGH.

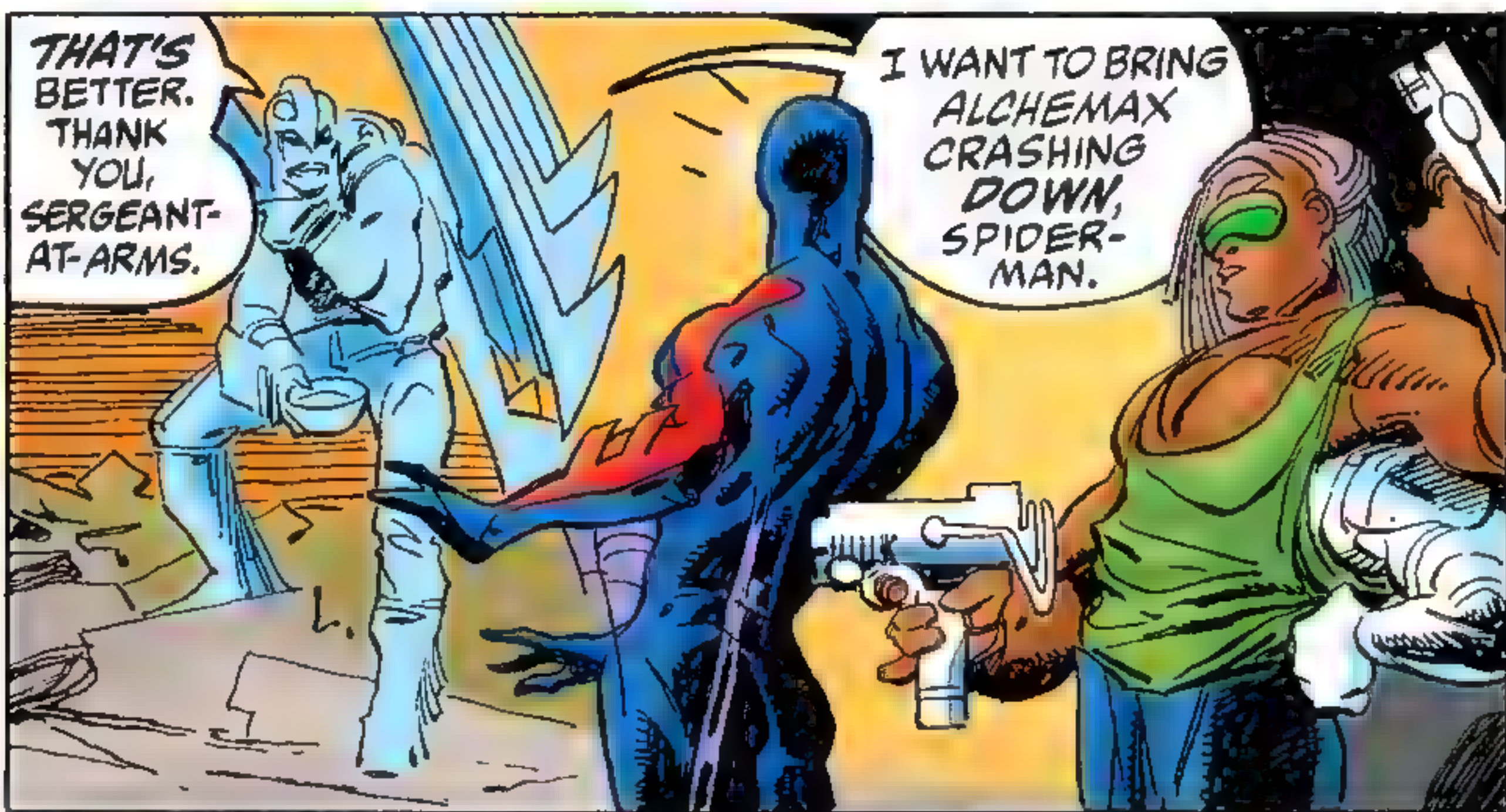
I CAME HERE SEEKING SAFETY... BUT HAVE SACRIFICED FREEDOM!

WHERE DO YOU THINK YOU'RE GOING?



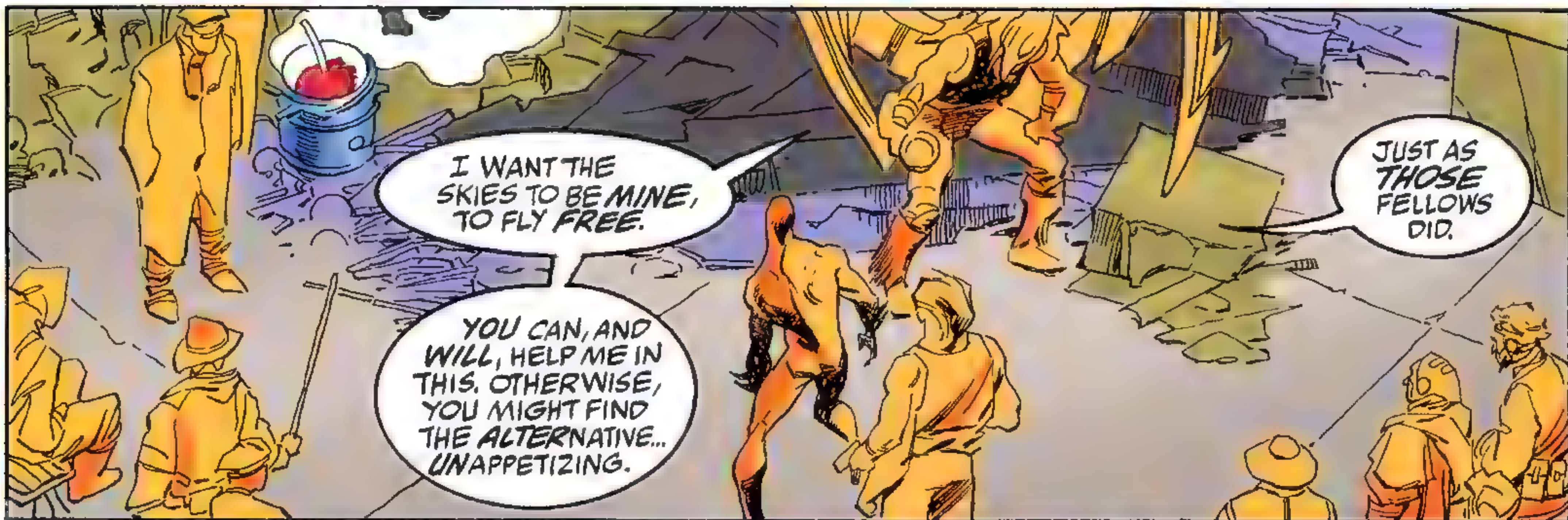
ALCHEMAX HAS TAKEN OVER THE SKIES.

THEIR FLYBOYS ARE EVERYWHERE.



THAT'S BETTER. THANK YOU, SERGEANT-AT-ARMS.

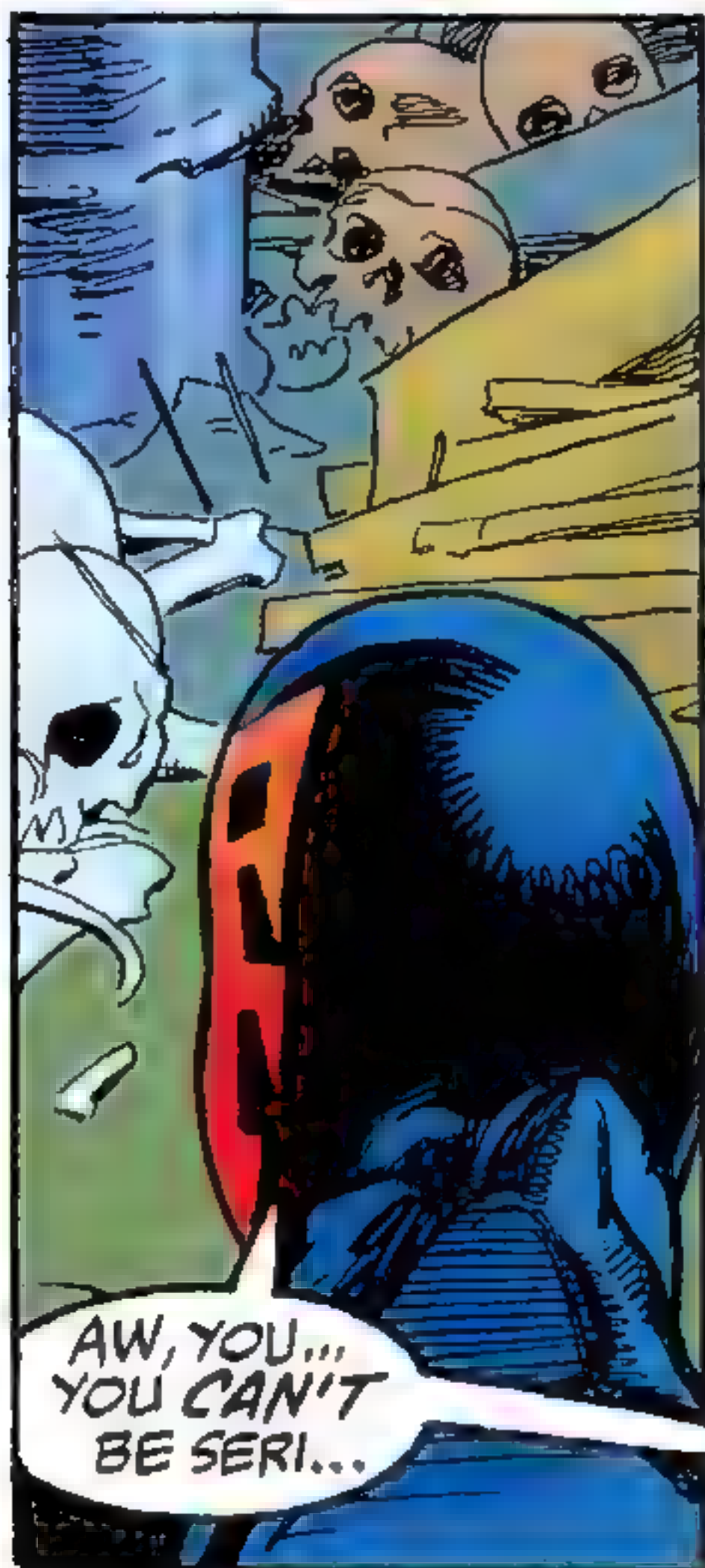
I WANT TO BRING ALCHEMAX CRASHING DOWN, SPIDER-MAN.



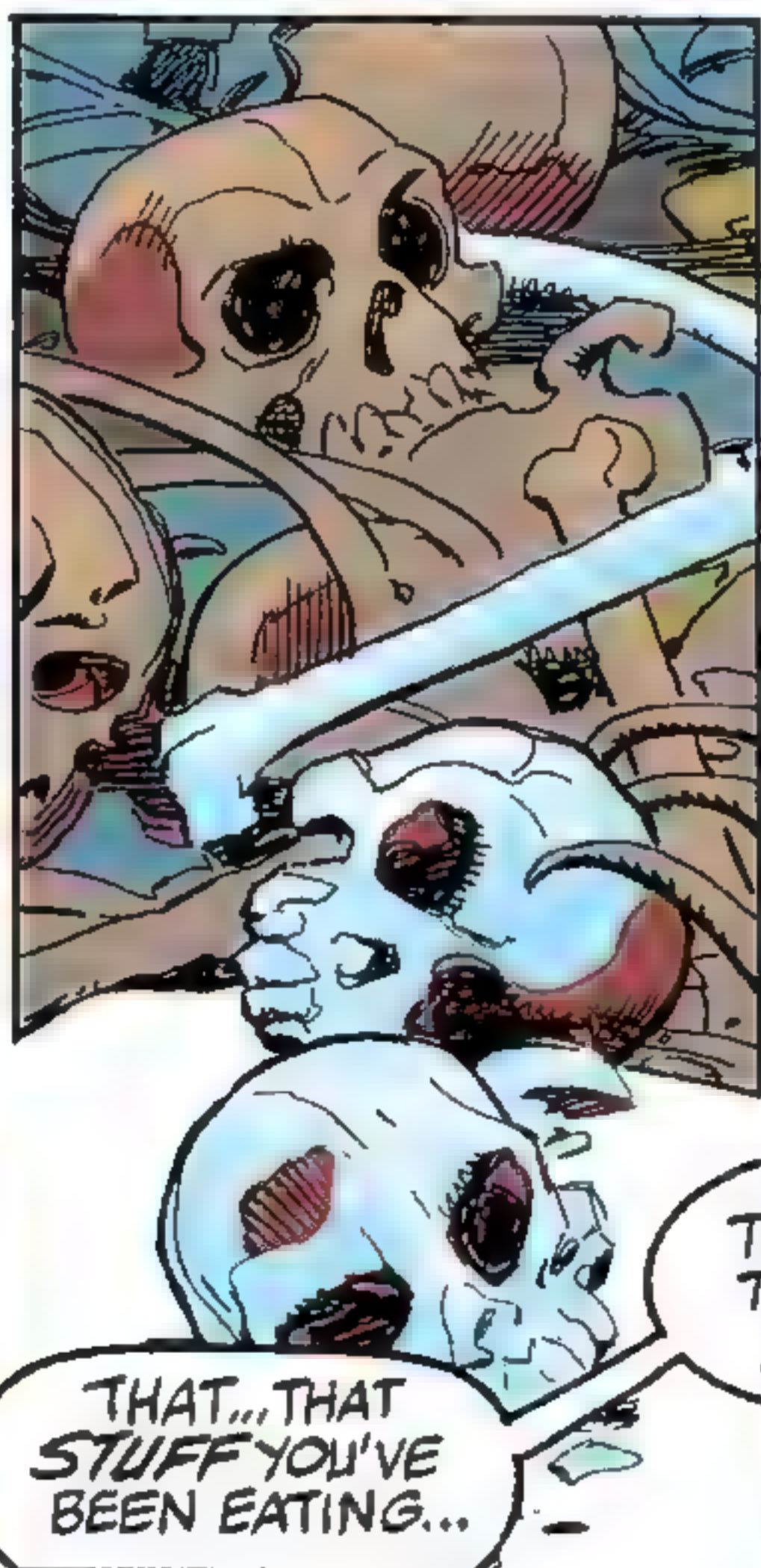
I WANT THE SKIES TO BE MINE, TO FLY FREE.

YOU CAN, AND WILL, HELP ME IN THIS. OTHERWISE, YOU MIGHT FIND THE ALTERNATIVE... UNAPPETIZING.

JUST AS THOSE FELLOWS DID.

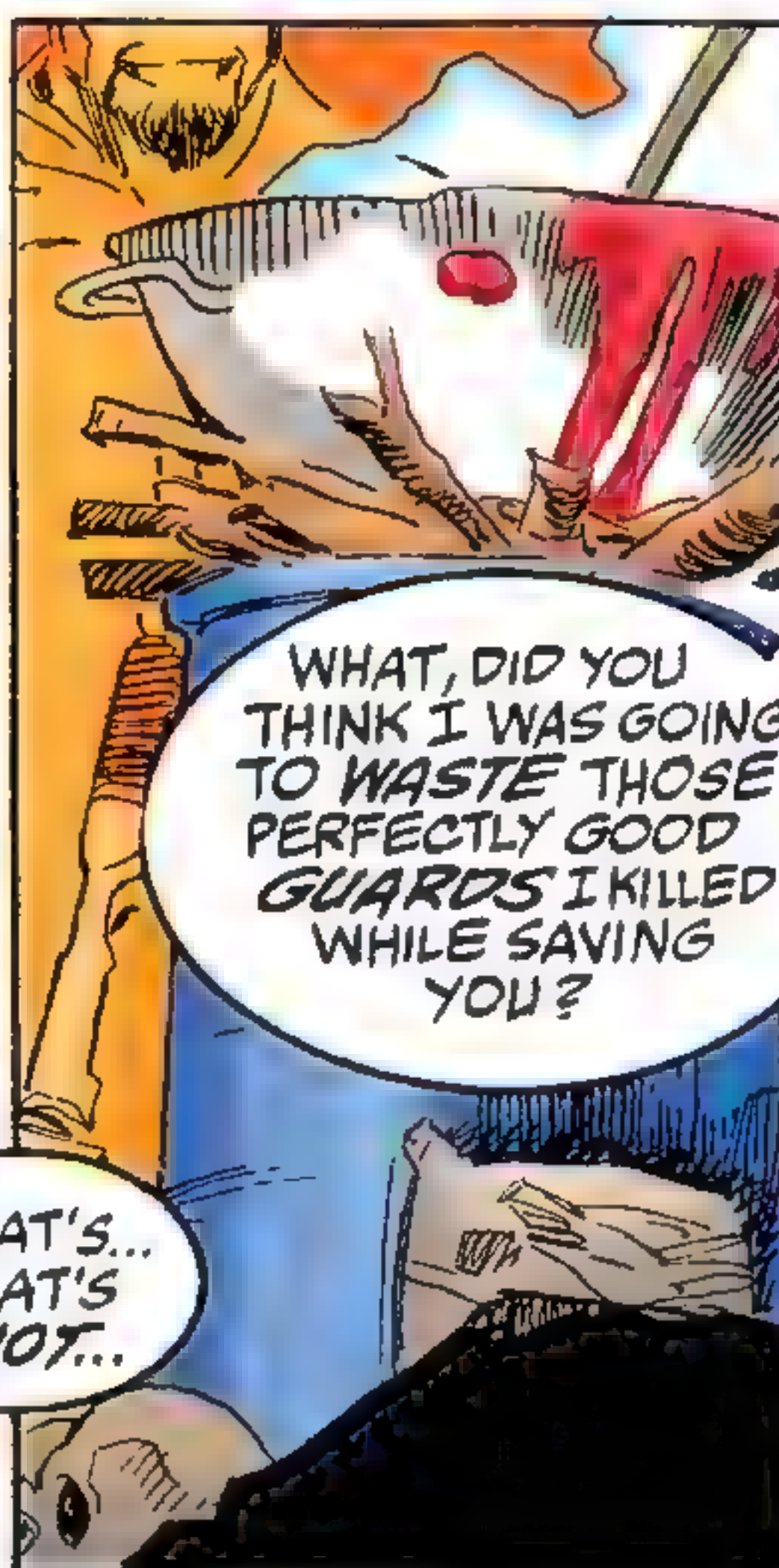


AW, YOU... YOU CAN'T BE SERI...

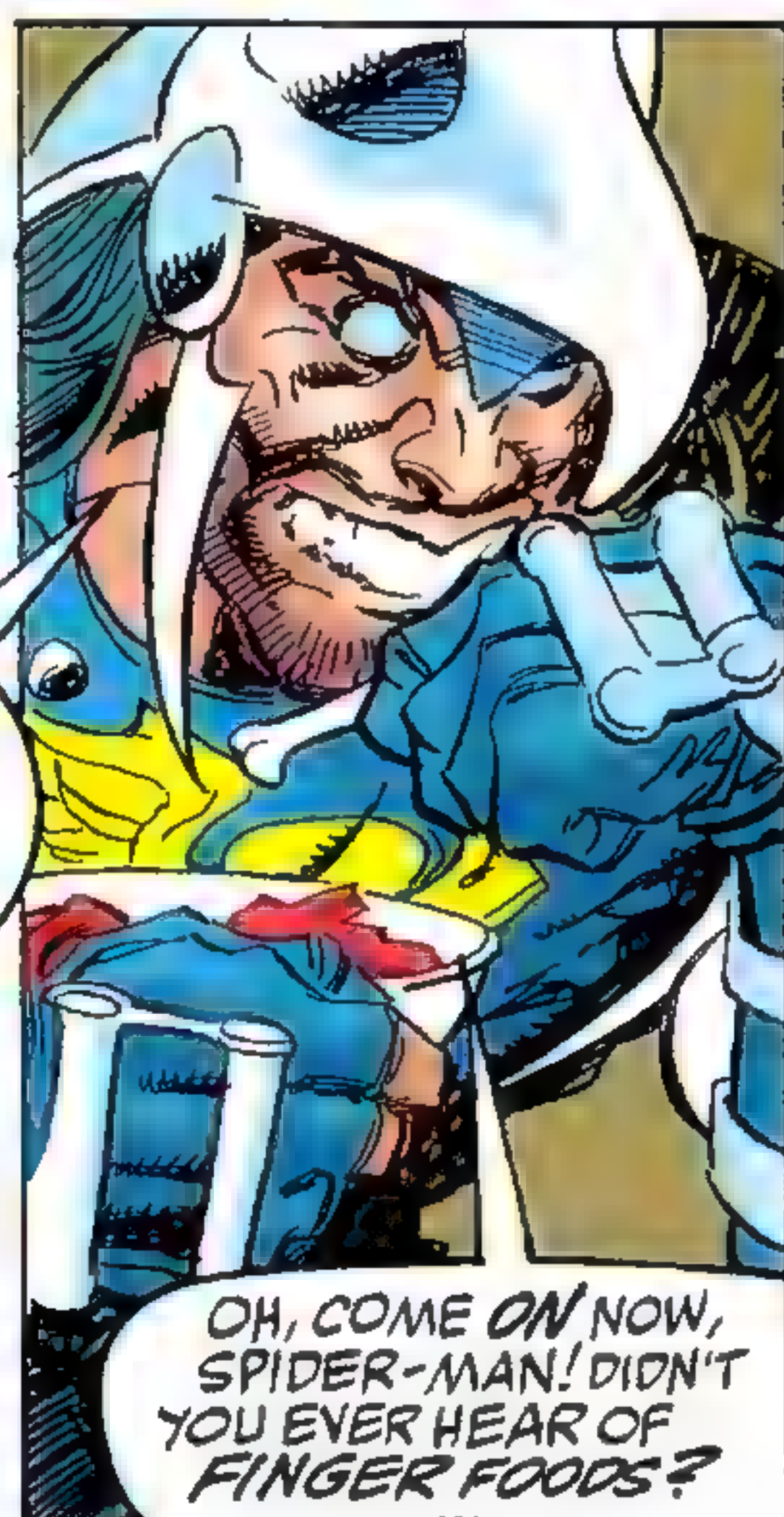


THAT... THAT STUFF YOU'VE BEEN EATING...

THAT'S... THAT'S NOT...



WHAT, DID YOU THINK I WAS GOING TO WASTE THOSE PERFECTLY GOOD GUARDS I KILLED WHILE SAVING YOU?



OH, COME ON NOW, SPIDER-MAN! DIDN'T YOU EVER HEAR OF FINGER FOODS?



OH, COME NOW, HIKARU-SAN.

CERTAINLY YOU CAN'T BE BLAMING US FOR THIS MIS-HAP WITH THE SPECIALIST.

I WAS QUITE CLEAR ON THE REASONS WE WANTED TO HIRE HIM. VENTURE WAS OUT OF COMMISSION, AND WE NEEDED SOMEONE QUALIFIED TO BRING IN KASEY NASH.

HOW WERE WE TO KNOW THAT SPIDER-MAN WOULD BECOME INVOLVED?

INDEED, MR. STONE. BUT A STARTLING COINCIDENCE, IS IT NOT?

YOU COULD HAVE HAD YOUR OWN PUBLIC EYE ARREST THIS "NASH." INSTEAD YOU DESIRED THE SERVICES OF STARK-FUJIKAWA.

I WAS CURIOUS ENOUGH AT THE REQUEST TO APPROVE THE LOAN OUT, AND, LO AND BEHOLD... ALONG COMES A SPIDER-MAN.

MY ONLY QUESTION IS YOUR MOTIVES.

MY MOTIVE IS THAT I WANTED THE BEST AVAILABLE.

POSSIBLY, OR PERHAPS YOU ANTICIPATED WE WOULD DEVELOP OUR OWN DIFFICULTIES WITH SPIDER-MAN... AND PERHAPS TAKE HIM OFF YOUR HANDS, OR PERHAPS HE WOULD TAKE US OFF YOUR HANDS. EITHER WAY, ALCHEMAX BENEFITS.

HIKARU-SAN... I'M INSULTED!

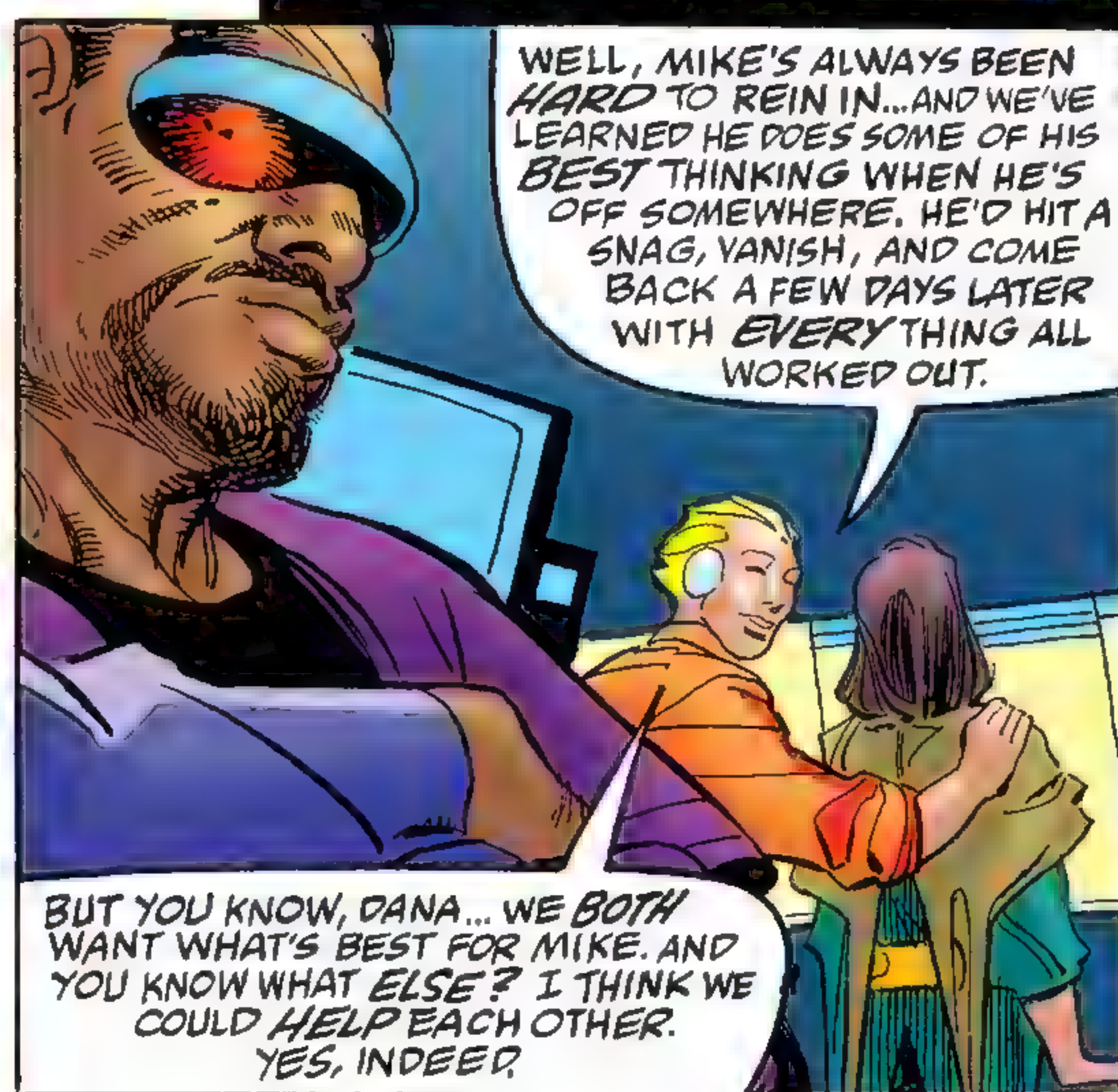
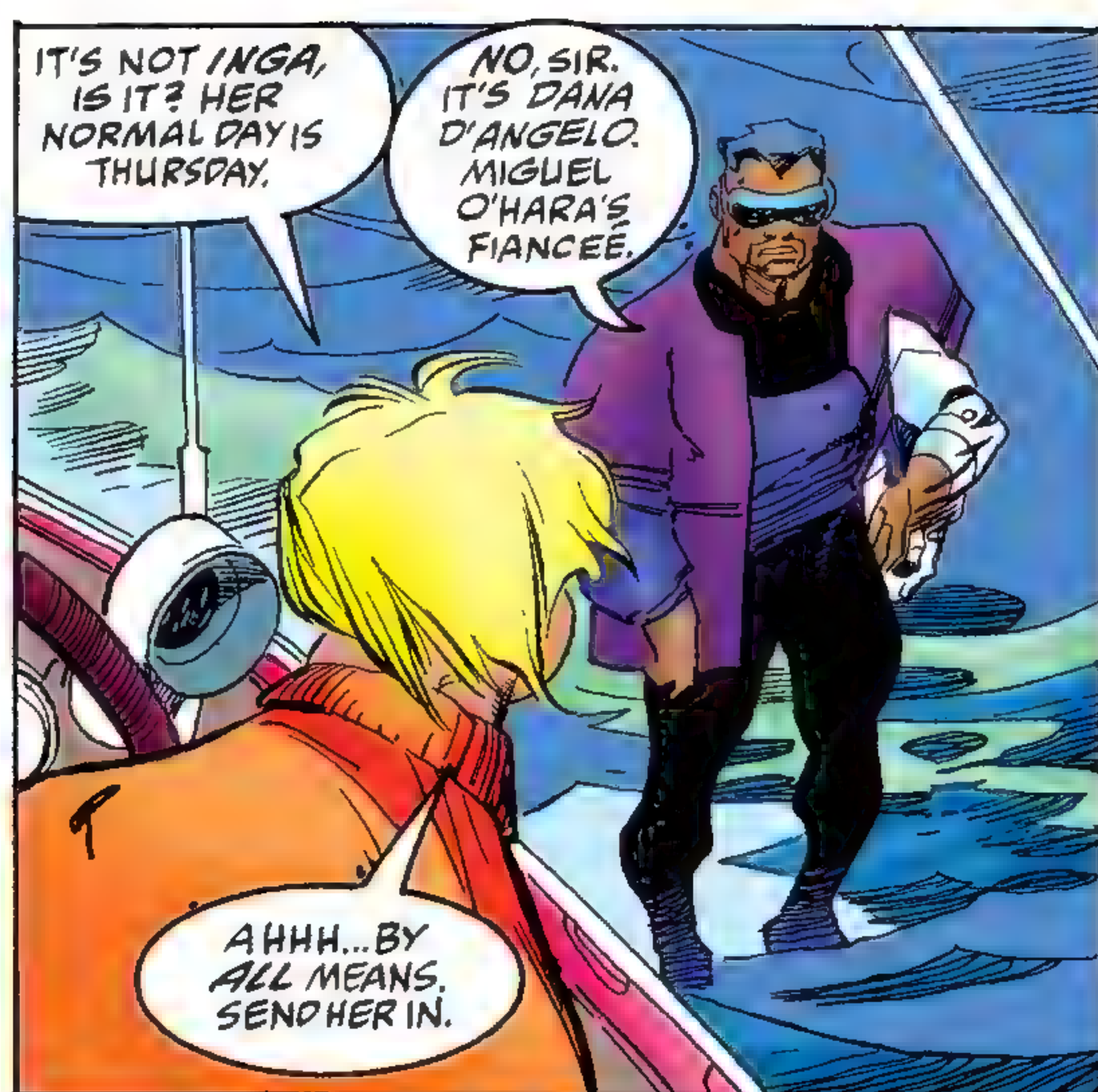
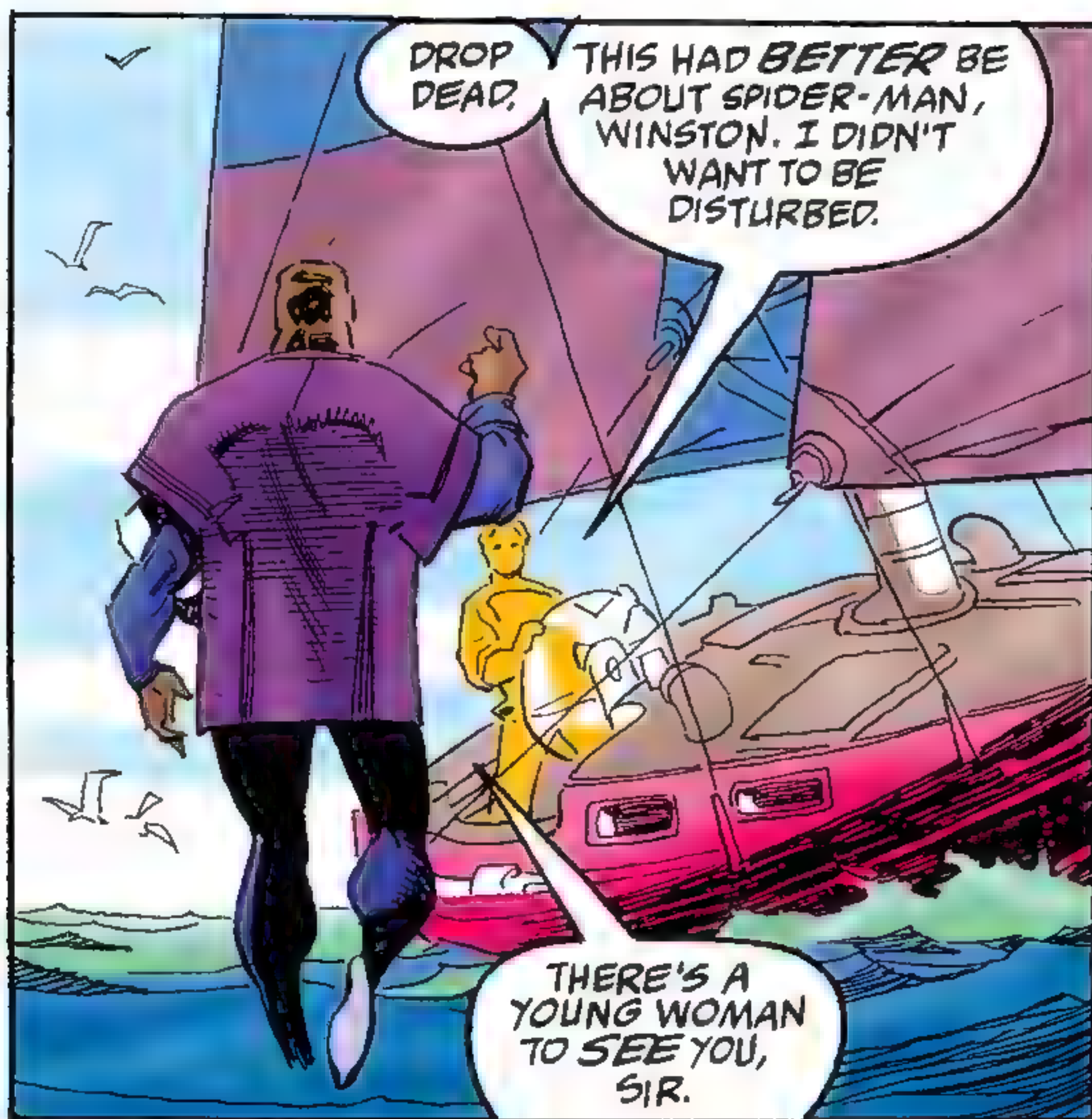
OH, REALLY. HOW INSULTED?

HEHN. VERY AMUSING.

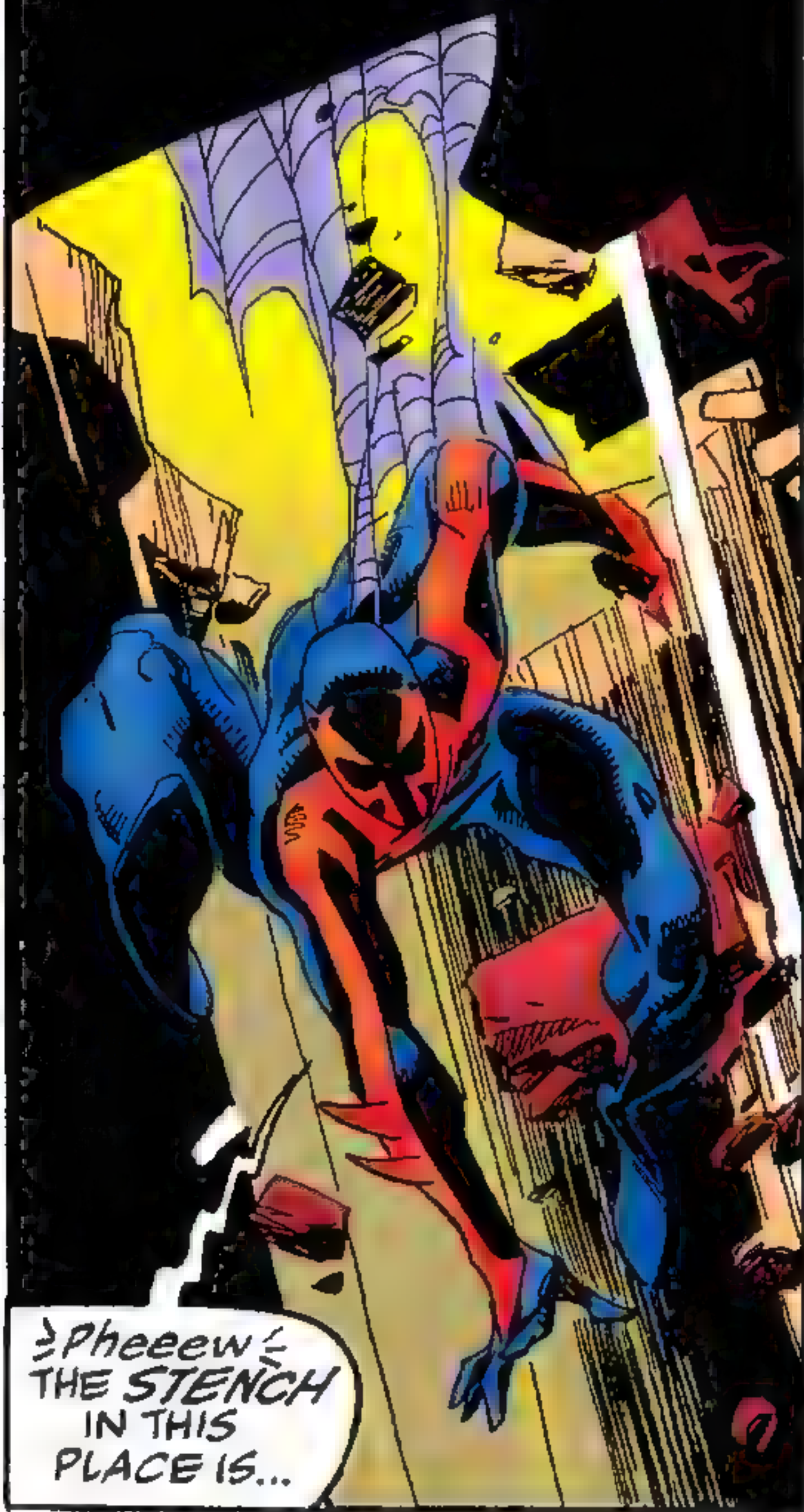
NOT THAT INSULTED, HIKARU-SAN. I WON'T FALL INTO THAT TRAP.

INDEED BUT, WILLING OR NOT, STARK-FUJIKAWA IS NOW IN YOUR ALLEGED "TRAP." IF SPIDER-MAN SHOULD RESURFACE, WE WOULD FEEL OBLIGED TO AVENGE HIS TRANSGRESSIONS AGAINST US. HOWEVER, I WILL NOT FORGET THIS BIT OF MANEUVERING STONE. NO... I WILL NOT.

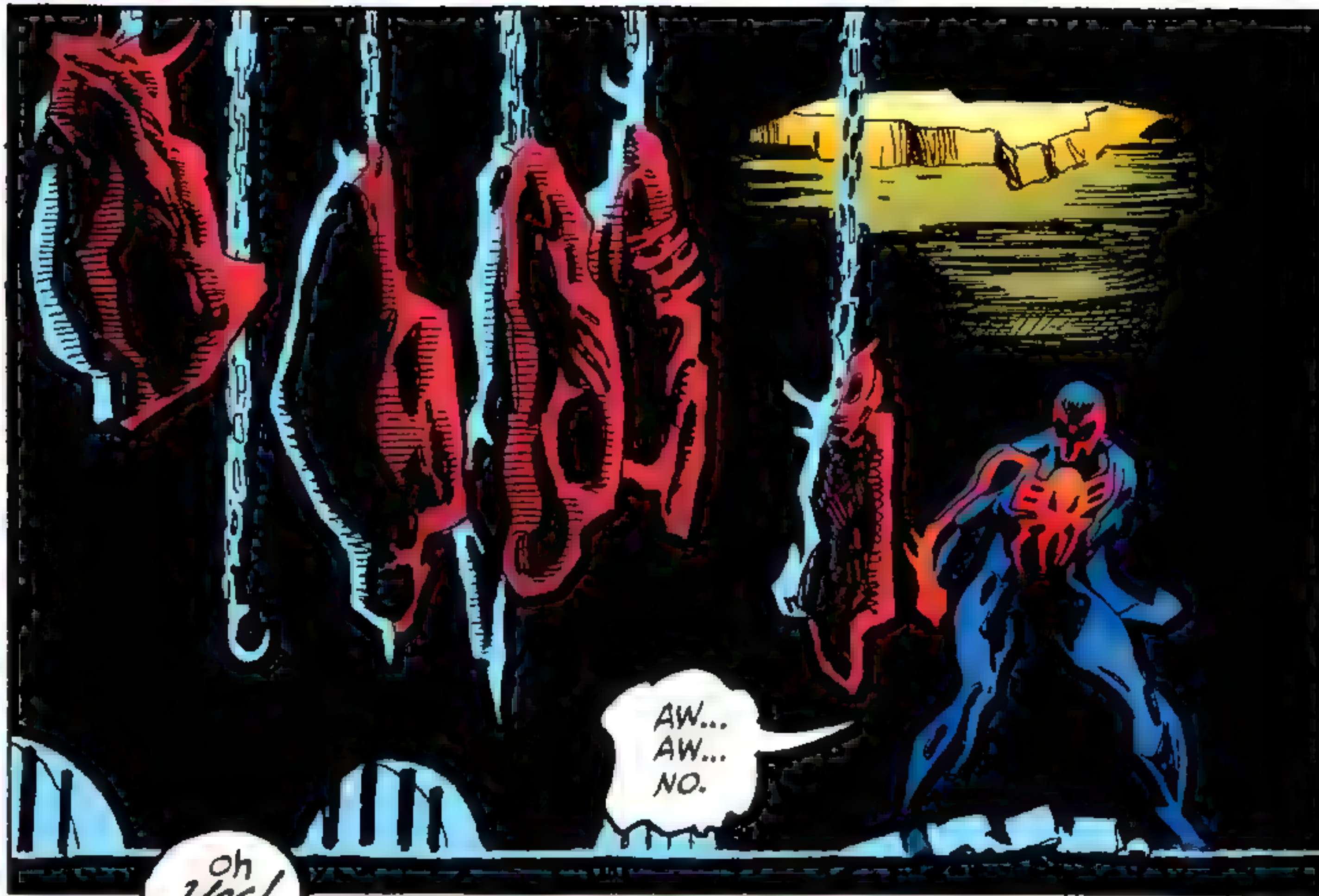
GOOD-BYE.



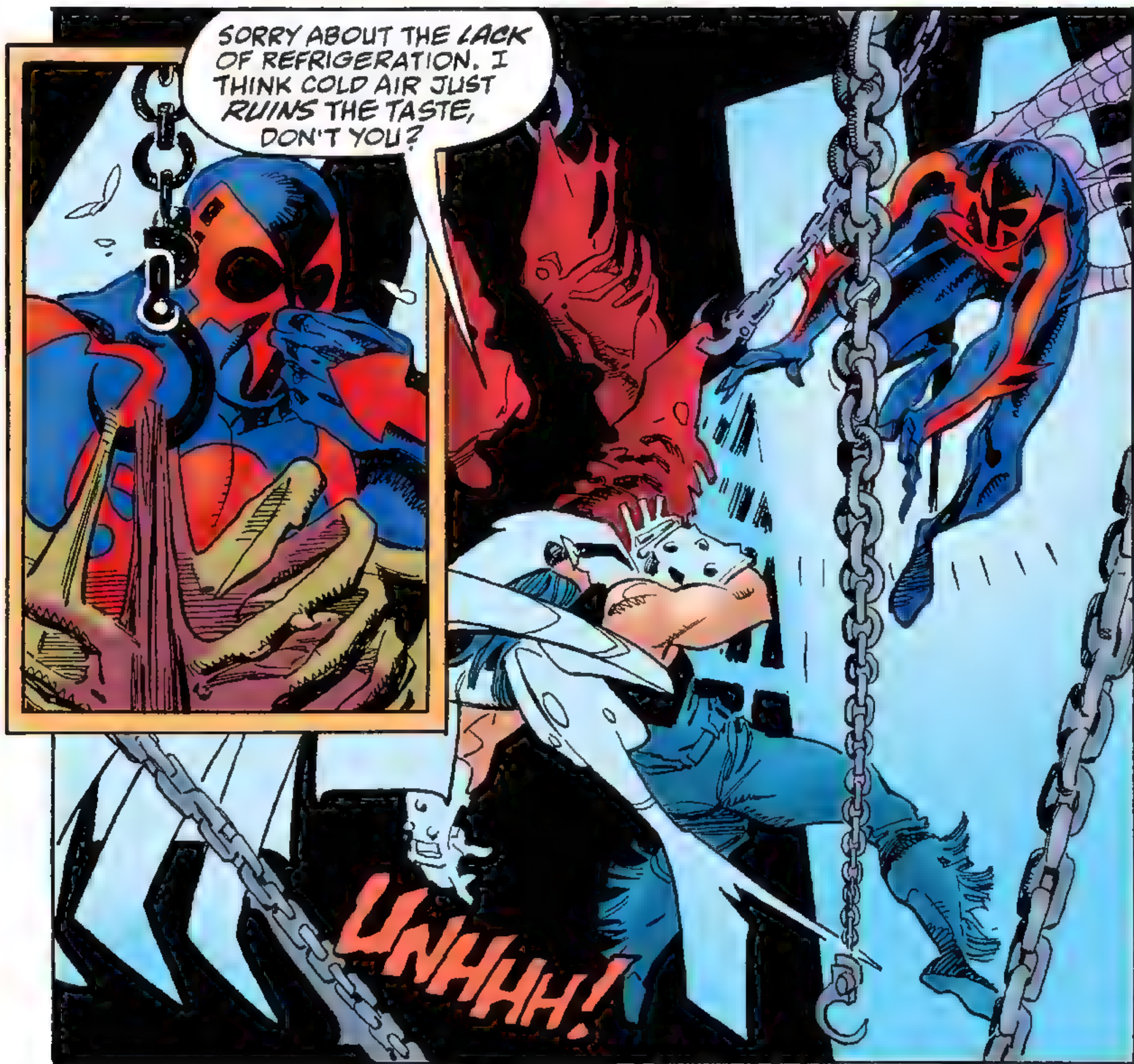
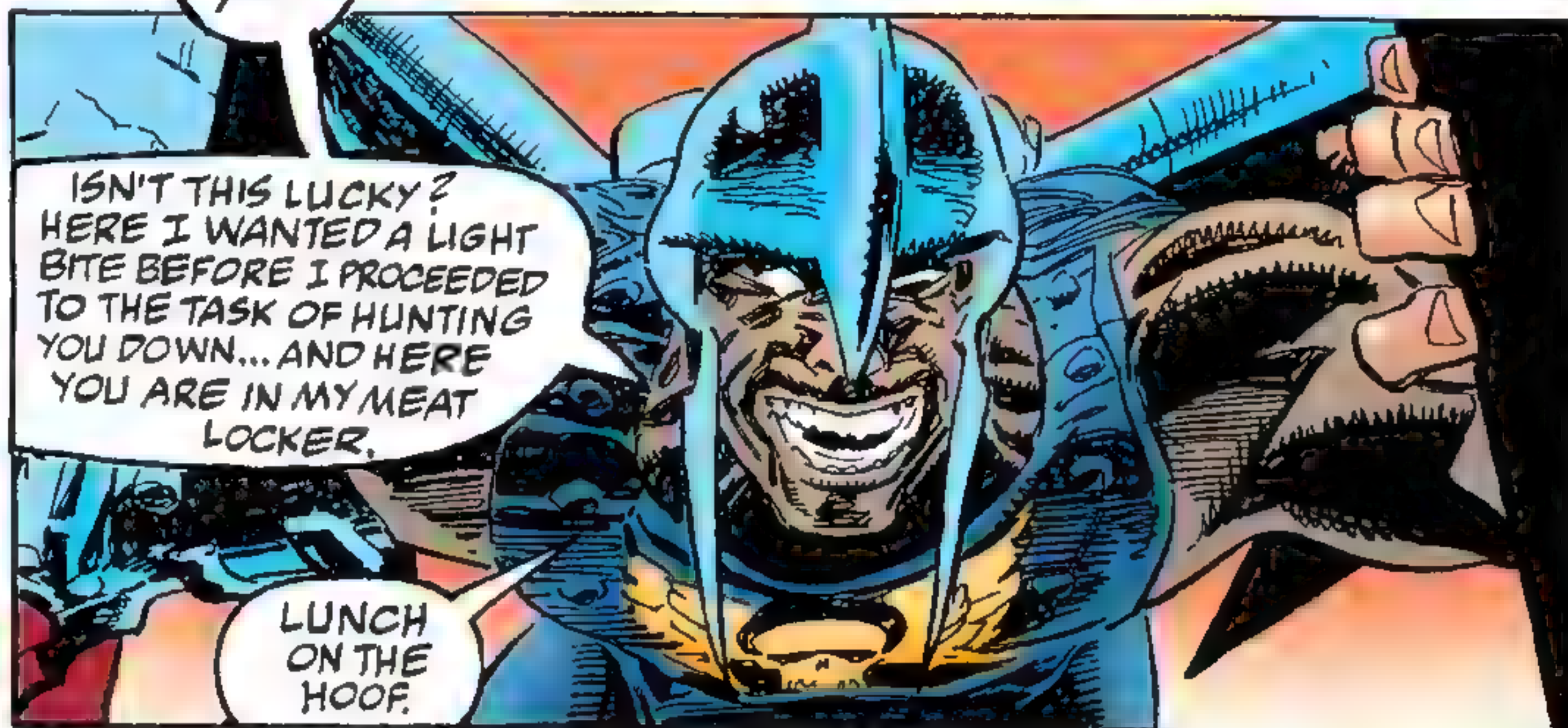
DOWNTOWN.

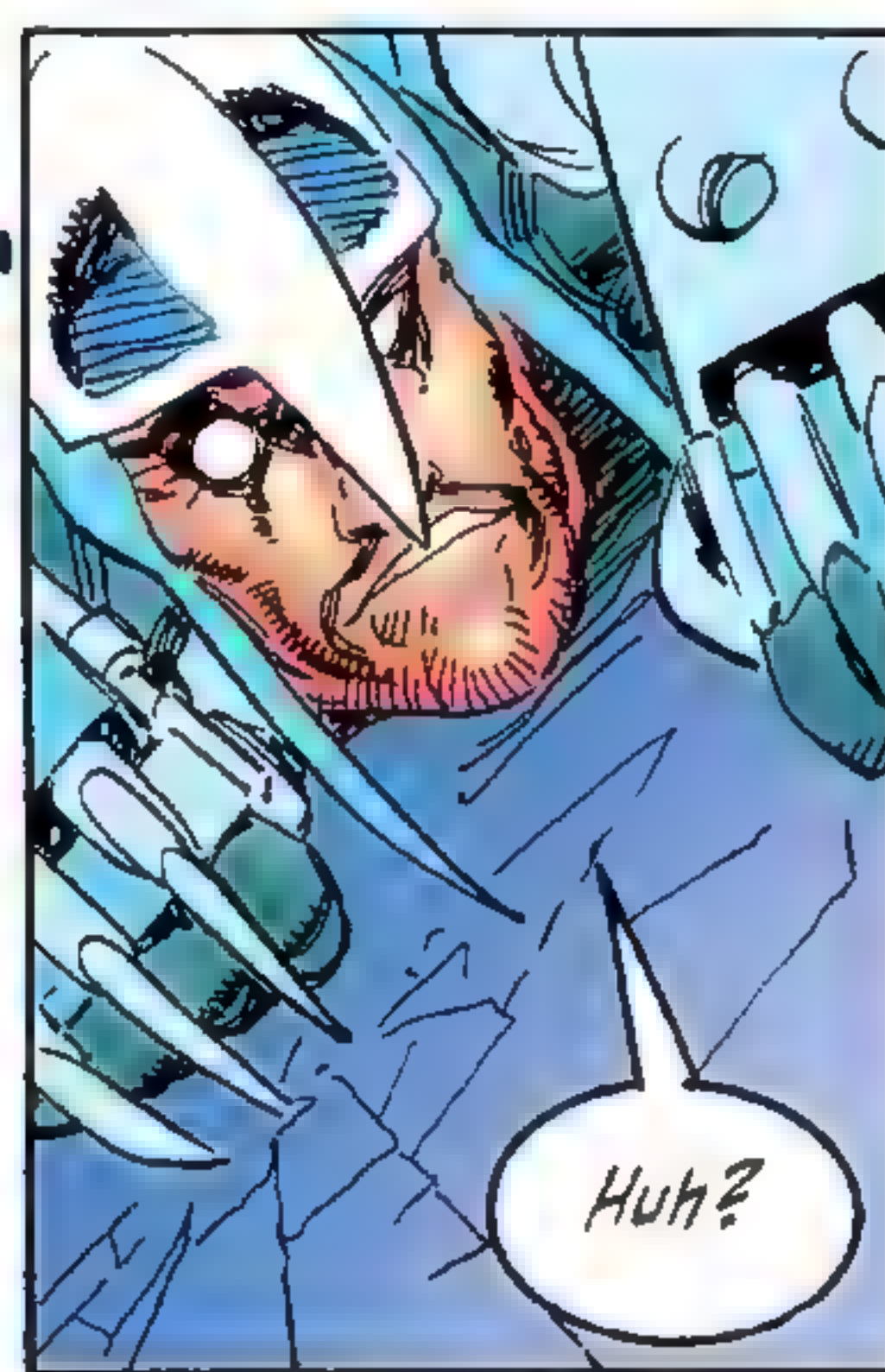
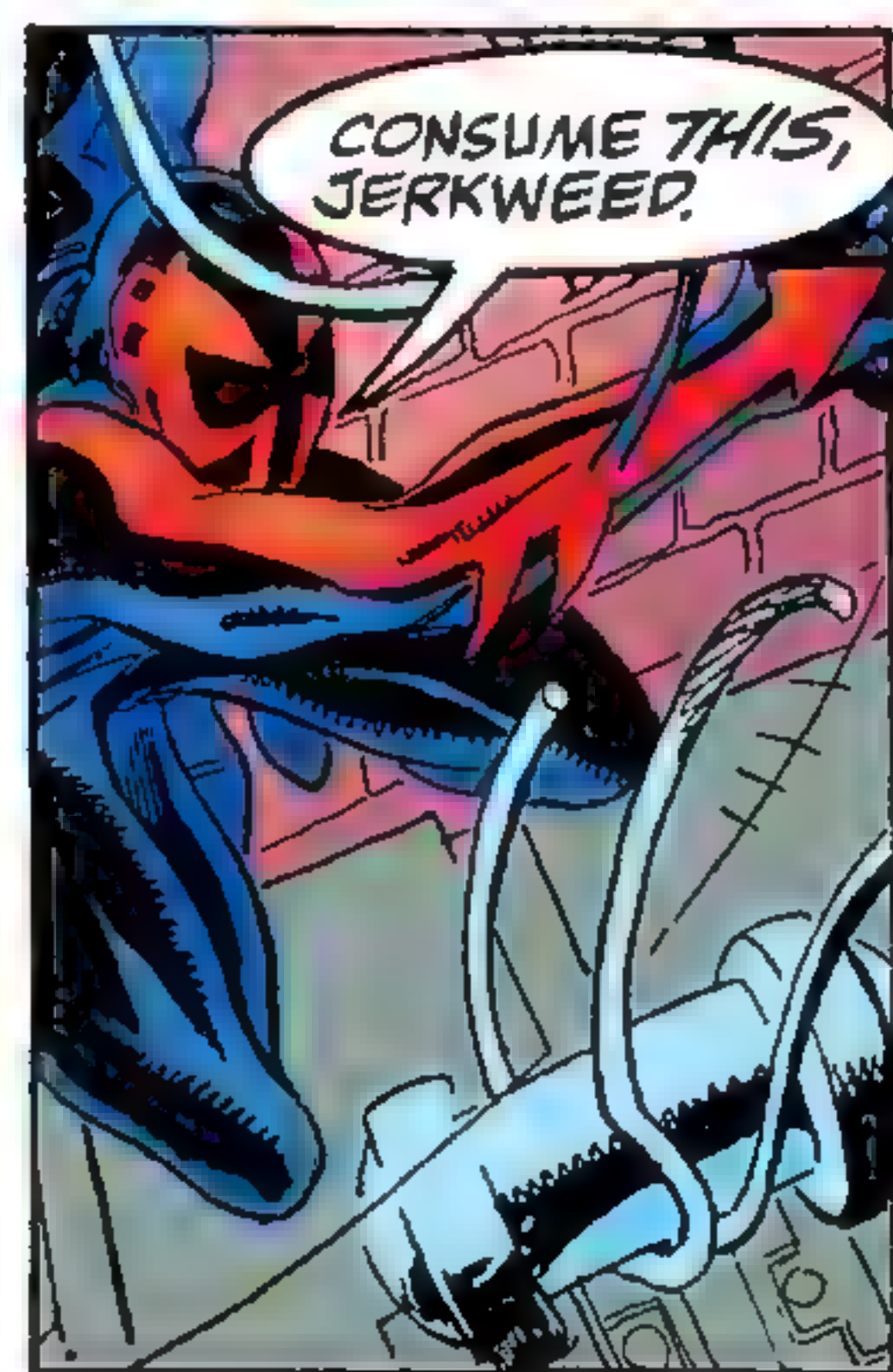
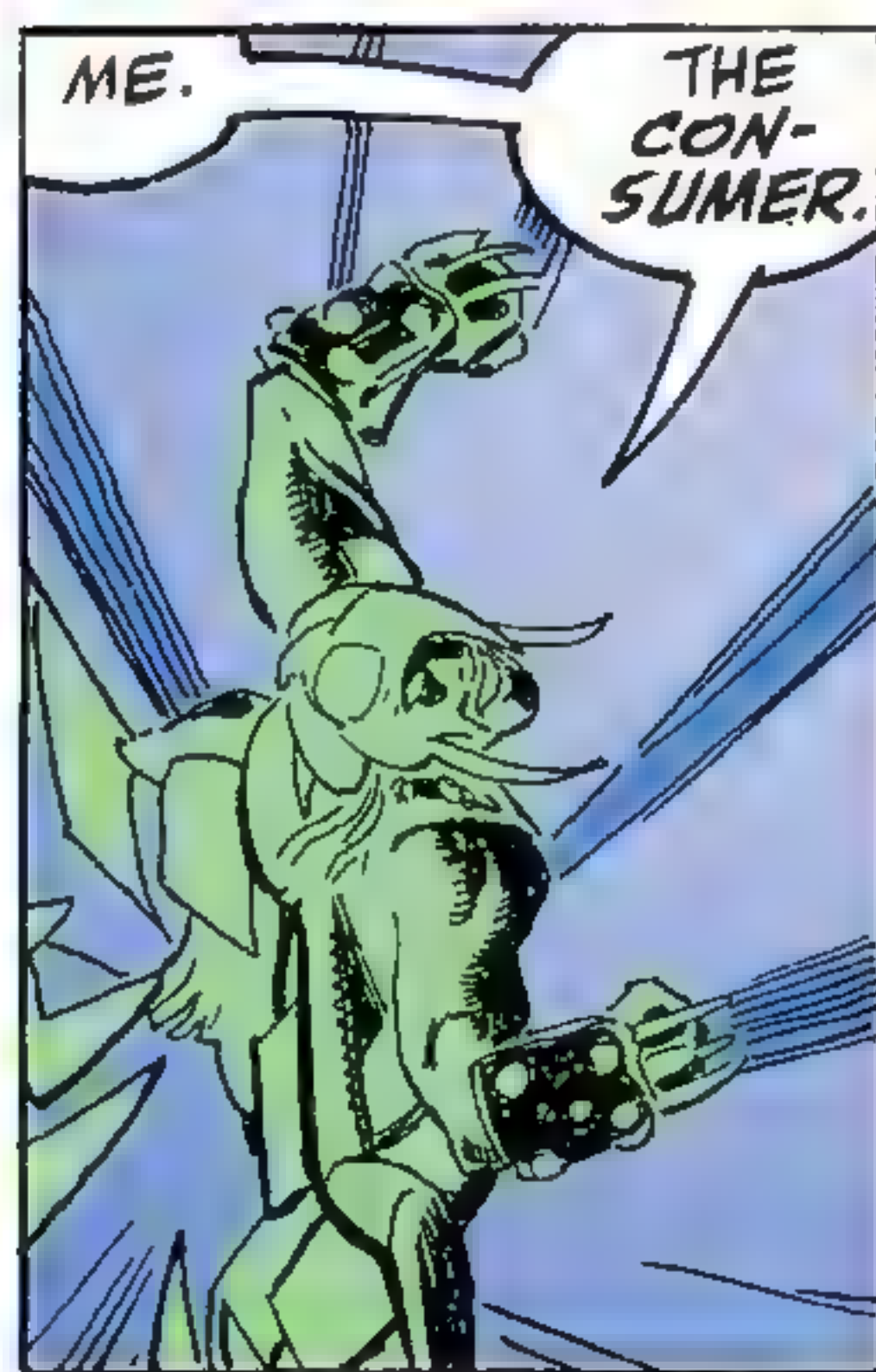
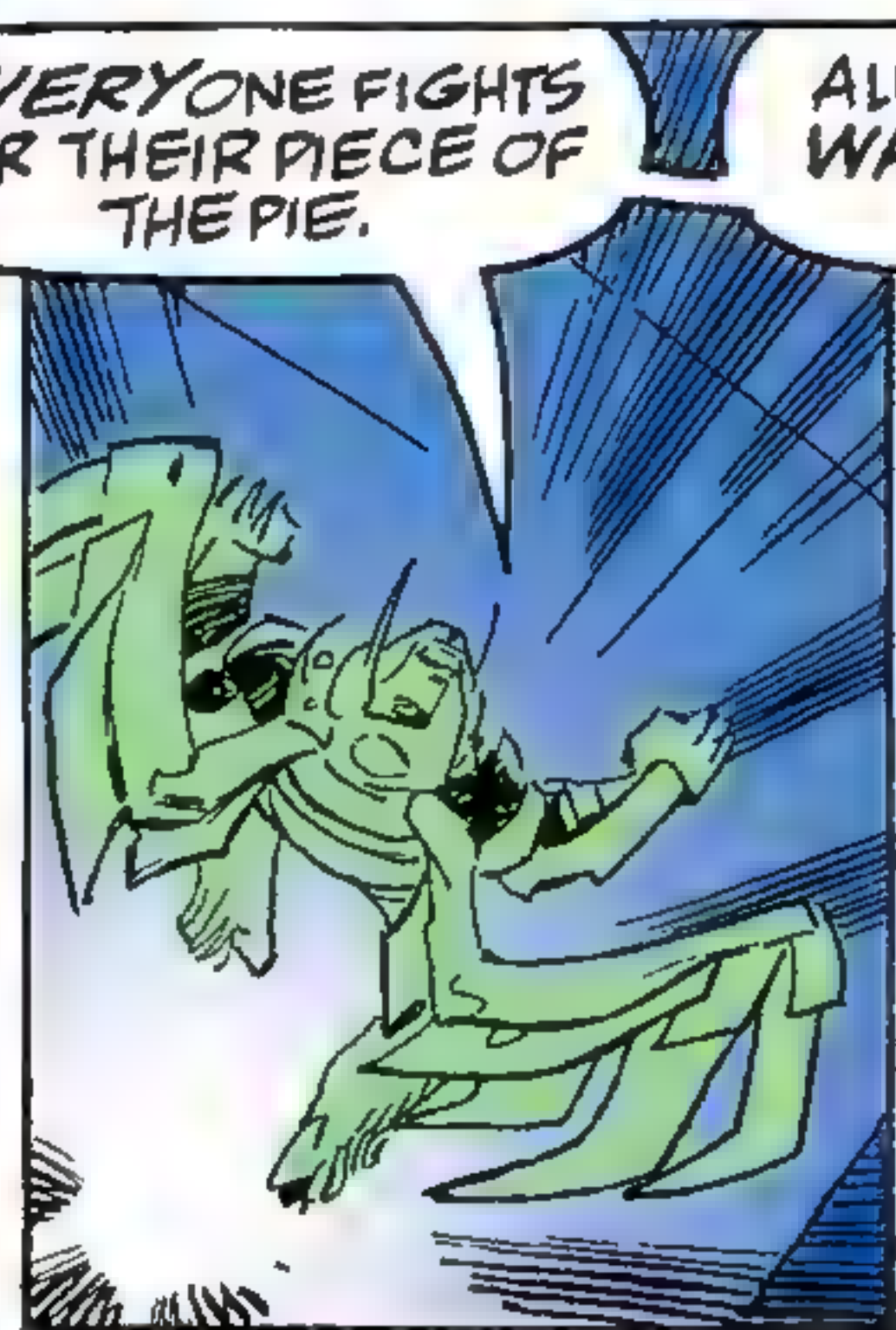
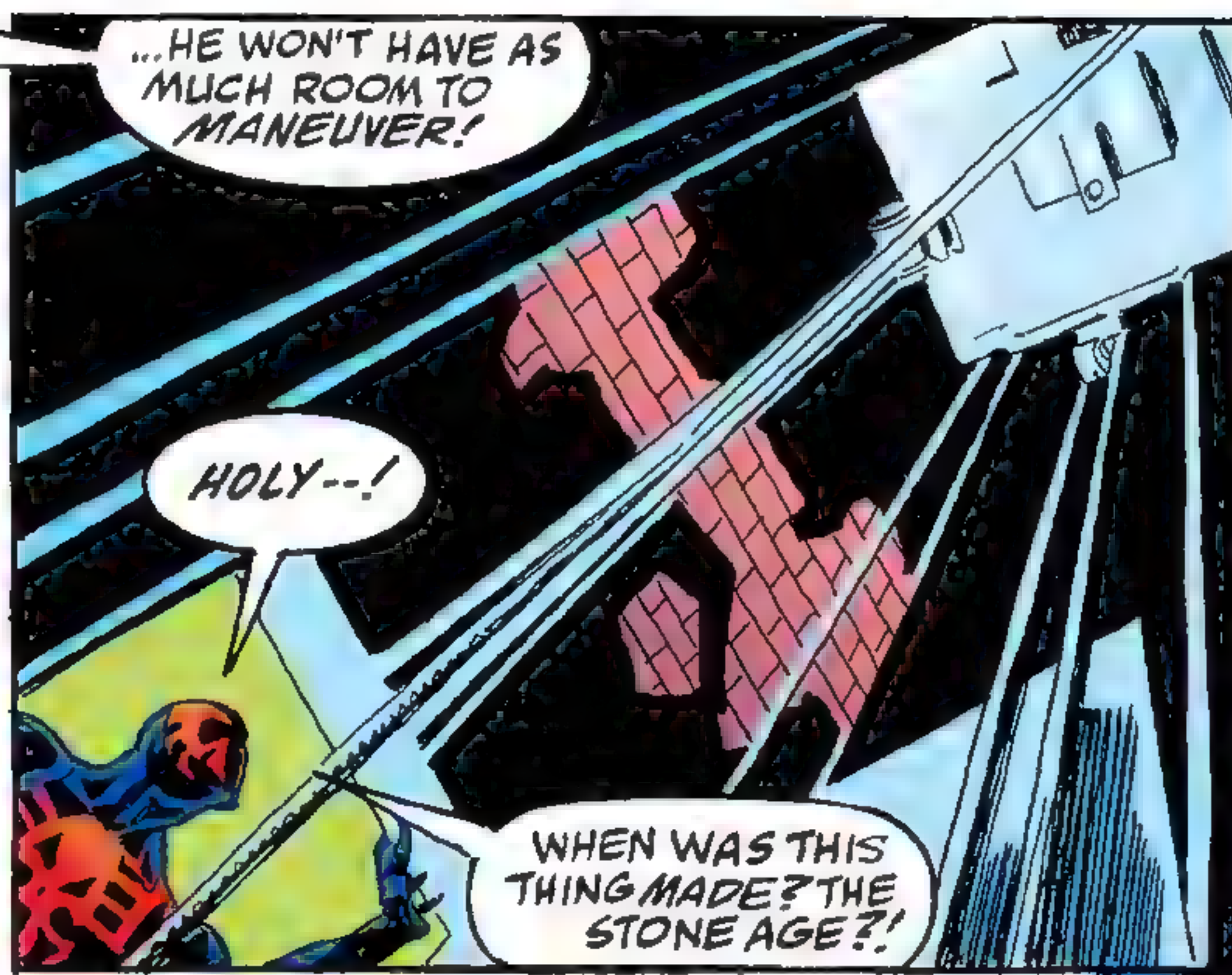
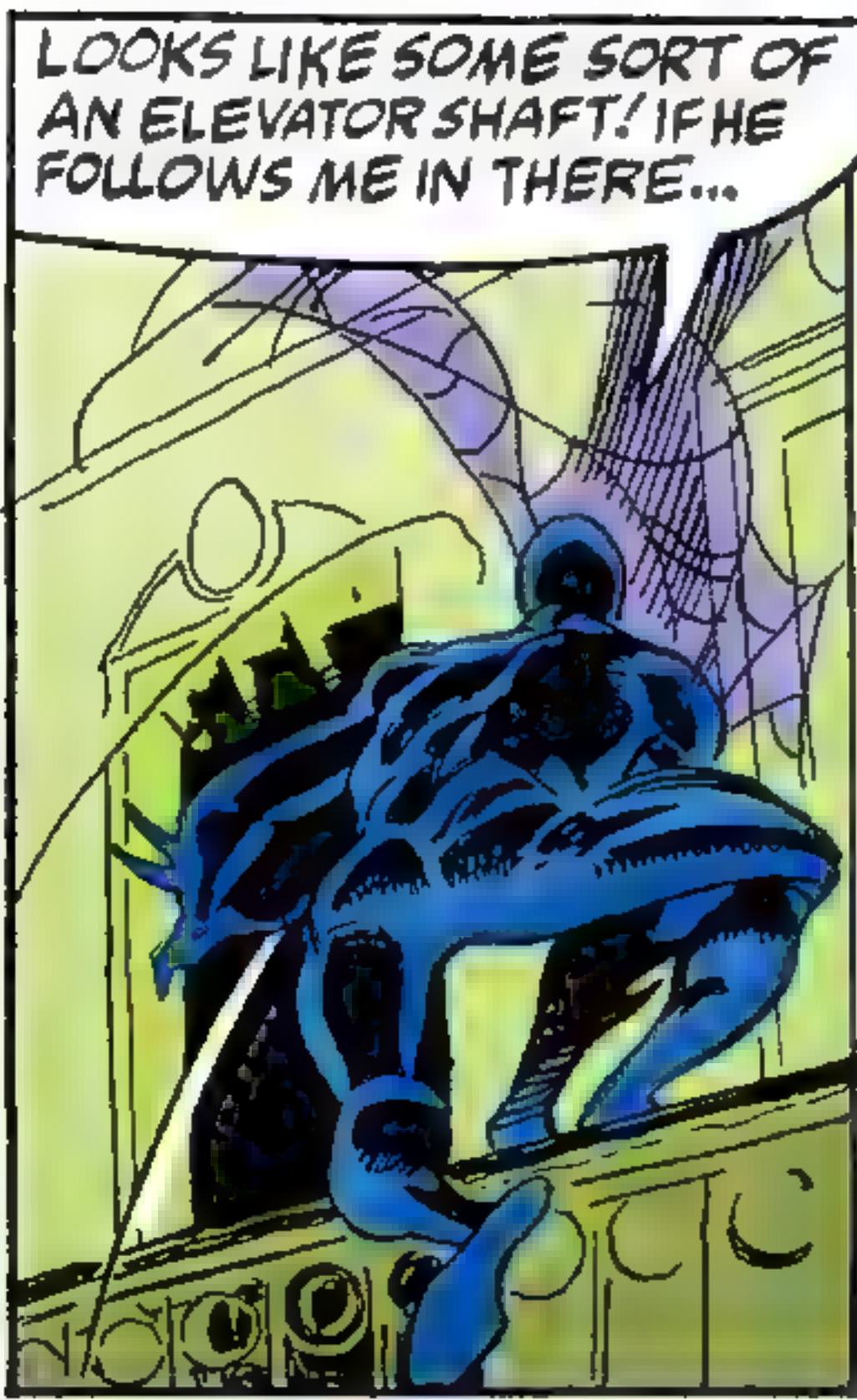


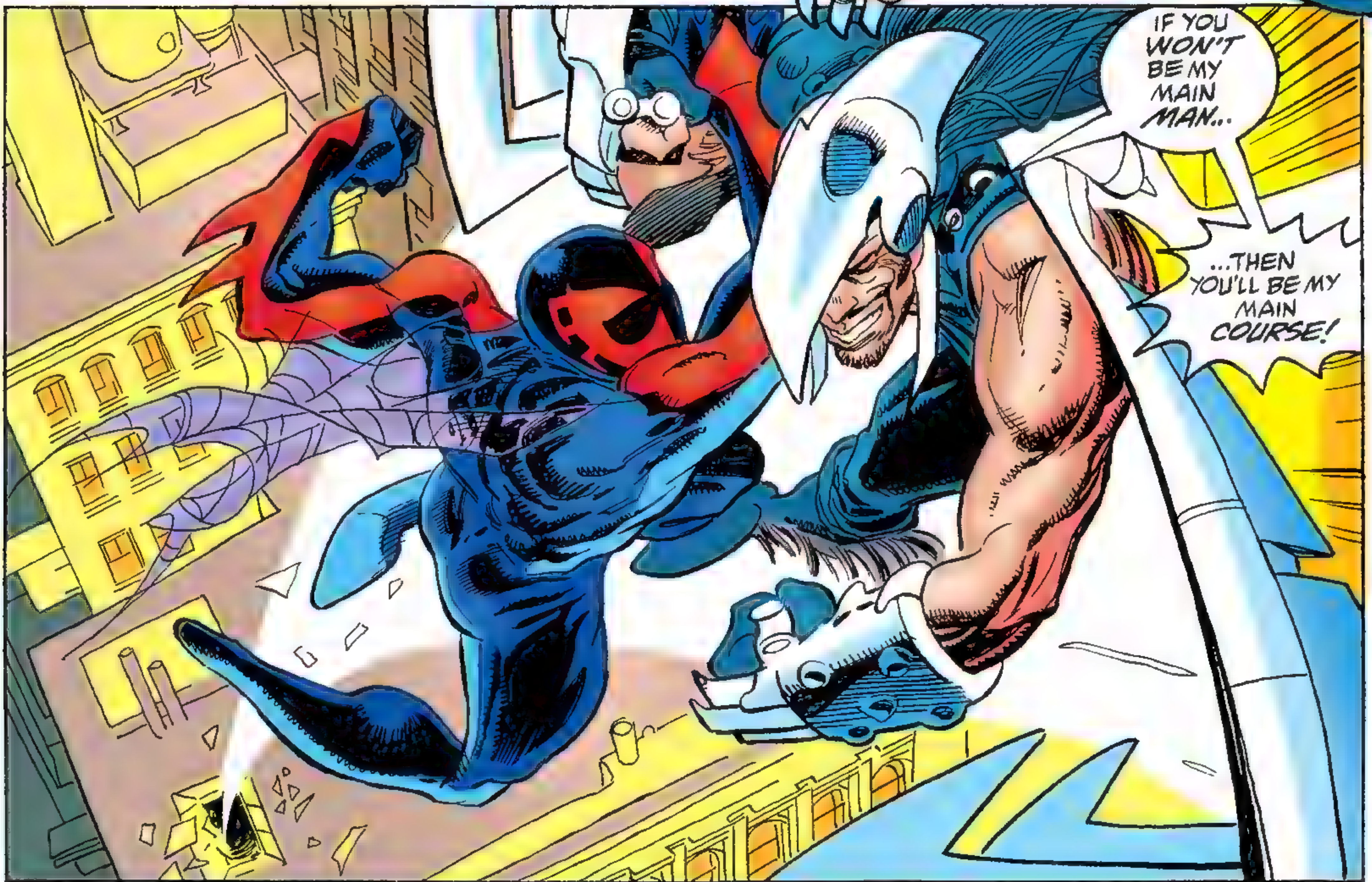
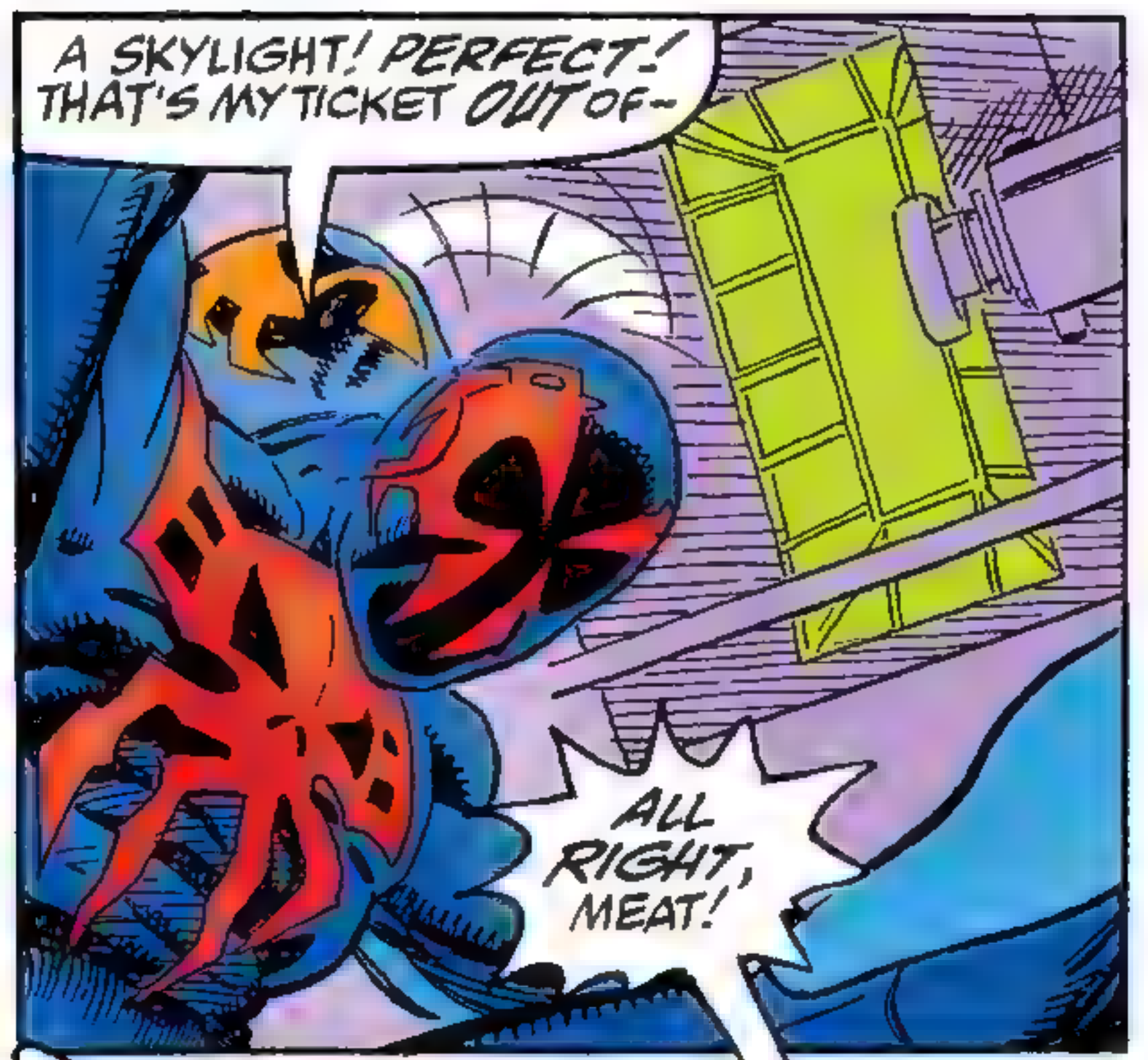
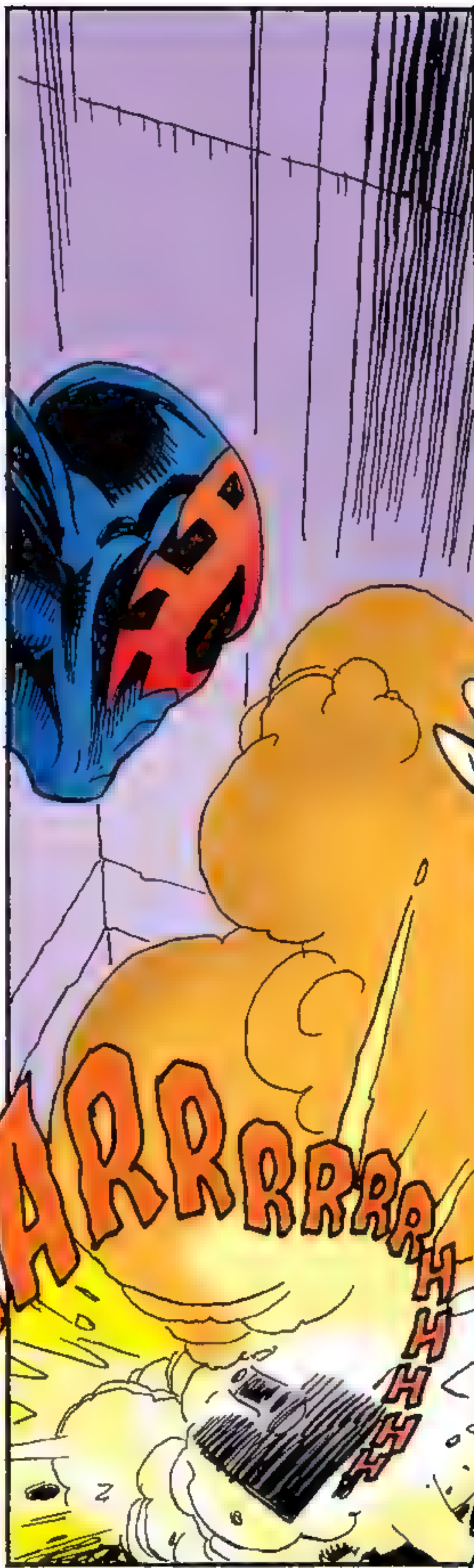
phew! THE STENCH IN THIS PLACE IS...

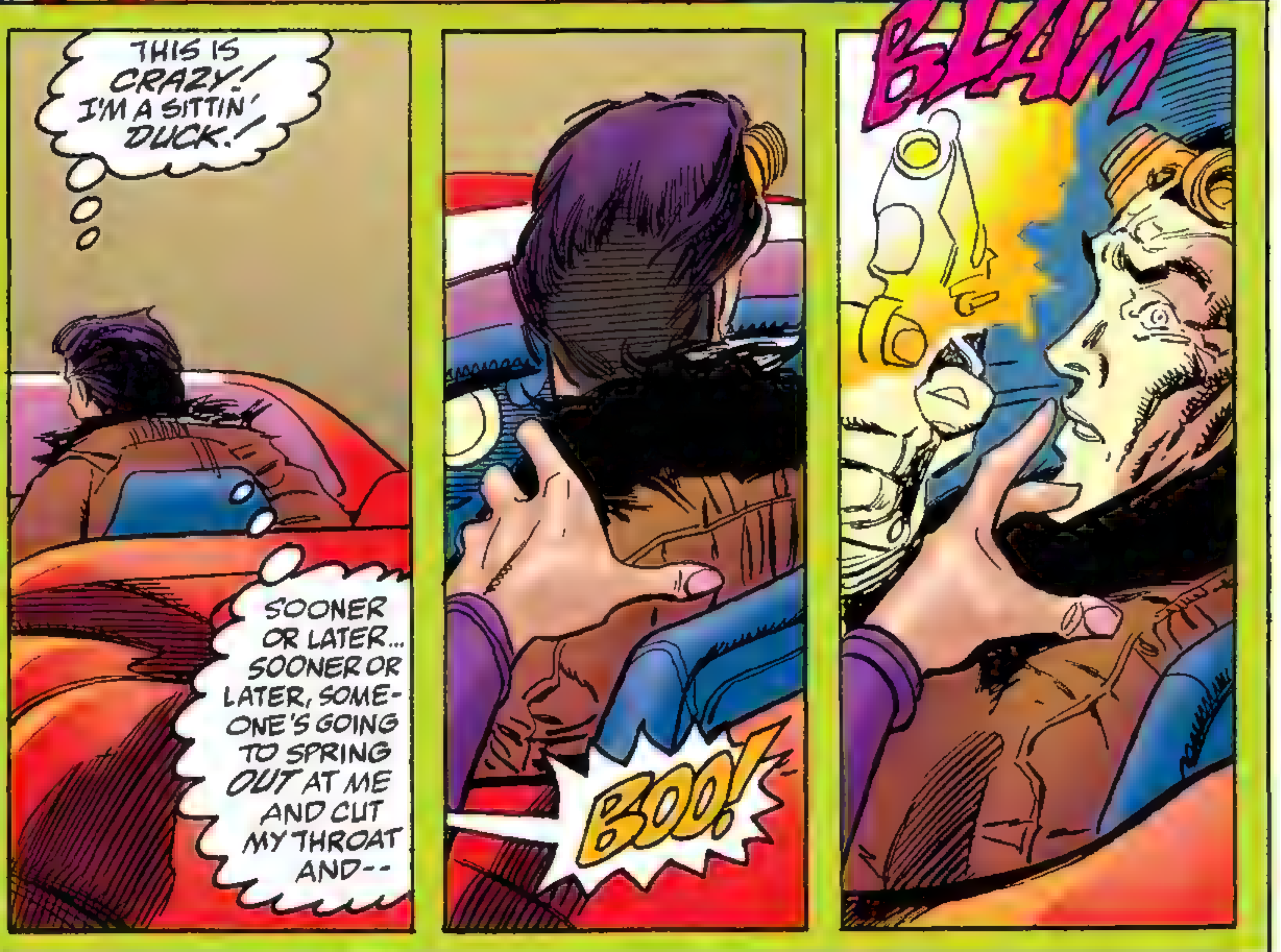
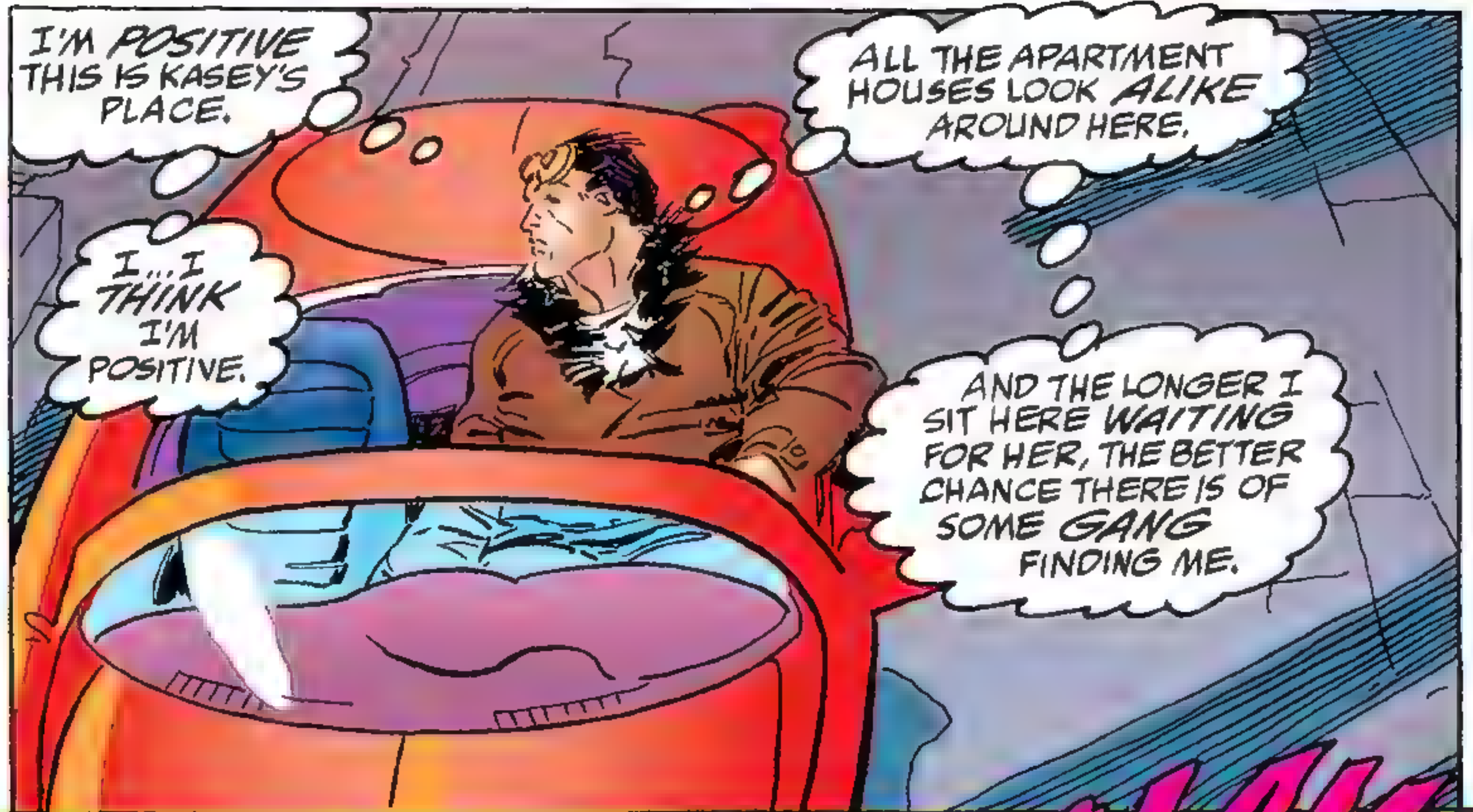


oh yes!











MARVEL
COMICS



\$1.25 US
\$1.60 CAN
8
JUN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

© 01165




ST. PATRICK'S HAS
SEEN BETTER DAYS.

FATHER JENNIFER, AS IS HER CUSTOM,
WALKS UP AND DOWN THE AISLES, CHECK-
ING ON THE WELFARE OF THE CHURCH'S
DENIZENS.

SHE REMEMBERS, FROM WHEN SHE
WAS A CHILD, THAT ST. PAT'S ONCE
HAD GENUINE CONGREGANTS
EVERY DAY... RATHER THAN DERE-
LICTS AND HOMELESS PEOPLE,

BUT THEY ARE GOD'S
CHILDREN AS WELL, AND
DESERVE HIS MERCY.



STILL... SHE PRAYS, AS SHE
HAS SO MANY TIMES IN THE
PAST, FATHER JENNIFER PRAYS
FOR A SIGN...



...A SIGN THAT THINGS
WILL GET BETTER.

AND THEN SHE
HEARS IT... THE
FLAPPING OF GREAT
WINGS.

FOR ONE GLORIOUS
MOMENT, SHE DARES
TO EMBRACE A MIRACLE.
SHE DARES TO BELIEVE
HER PRAYERS HAVE
BEEN ANSWERED.

SHE'S
RIGHT.

IT JUST WASN'T
THE ANSWER SHE
WANTED.

Stan Lee
PRESENTS!

FLIGHT OF FANCY

PETER
DAVID
WRITER
RICK
PARKER
LETTERS
JOEY CAVALIERI
EDITOR
TOM DEFALCO
EDITOR IN CHIEF
RICK
LEONARDI
PENCILS
STEVE
BUCCELLATO
COLOR
AL
WILLIAMSON
INKS

ELSEWHERE...

NICE
SHOOTING
THERE,
O'HARA.

WELL, YOU SHOULDN'T
HAVE SNUCK UP BEHIND
ME AND SCARED ME!
CRIPES, ALL THAT
BLOOD...!

WELL, YOU SHOULDN'T HAVE
HAD A GUN IN THE FIRST
PLACE! IF YOU WEREN'T
SUCH A LOUSY SHOT, I'D
HAVE A BULLET IN MY
BRAIN INSTEAD OF JUST
A FLESH WOUND.

HOW WAS A SHOT AT
YOUR HEAD A THREAT
TO YOUR BRAIN,
KASEY?

OH, YOU'RE A
RIOT, O'HARA.

OWW!
WATCH
THAT!

WHERE'D
YOU
GET A GUN,
ANYWAY?

OFF SOME THORITE NUT
WITH AN ATTITUDE. A
"FENDERS" OR SOME-
THING.

A
FENRIS?
YOU TOOK A
GUN OFF A
FENRIS?!

WOW.

OKAY,
O'HARA. I'M
OFFICIALLY
IMPRESSED.

YEAH,
WELL...ahemé... I
HAVE BEEN KNOWN TO
HANDLE MYSELF PRETTY
WELL IN A FIGHT.

I SAW YOUR BROTHER, BY THE WAY.

HERE? YOU SAW HIM HERE, IN DOWN-TOWN?!

NO... NO, OF COURSE NOT. MIGGY WOULDN'T BE.

NO, IT WAS DURING ALCHE-MAX'S ATTEMPT TO USE ME FOR A GUINEA PIG. I'LL TELL YOU ABOUT IT SOMETIME...

BUT FIRST, WHY DON'T YOU TELL ME WHAT THE SHOCK YOU'RE DOING DOWN HERE?

WELL... uh...

A LILY-WHITE CORPORATE BOY LIKE HIM? WHY WOULD HE BE RUNNING AROUND DOWN HERE?

KASE! IT'S RAFF! OPEN UP!

IT'LL HAVE TO WAIT, GABE. I TOLD SOME FRIENDS TO MEET ME HERE.

THERE'S SOMETHING WE GOTTA TAKE CARE OF

I'M WARNIN' YA... THEY'RE KIND'A SCRUFFY.

THEN AGAIN, SOMEONE WHO DISARMS FENRIS WOLVES SHOULDN'T BE FAZED BY MY CREW.

BAM BAM

Uh...

SHOCK, NO.



HERE TO OFFER SOME FINAL PRAYERS, SPIDER-MAN? HAVEN'T YOU HEARD...?

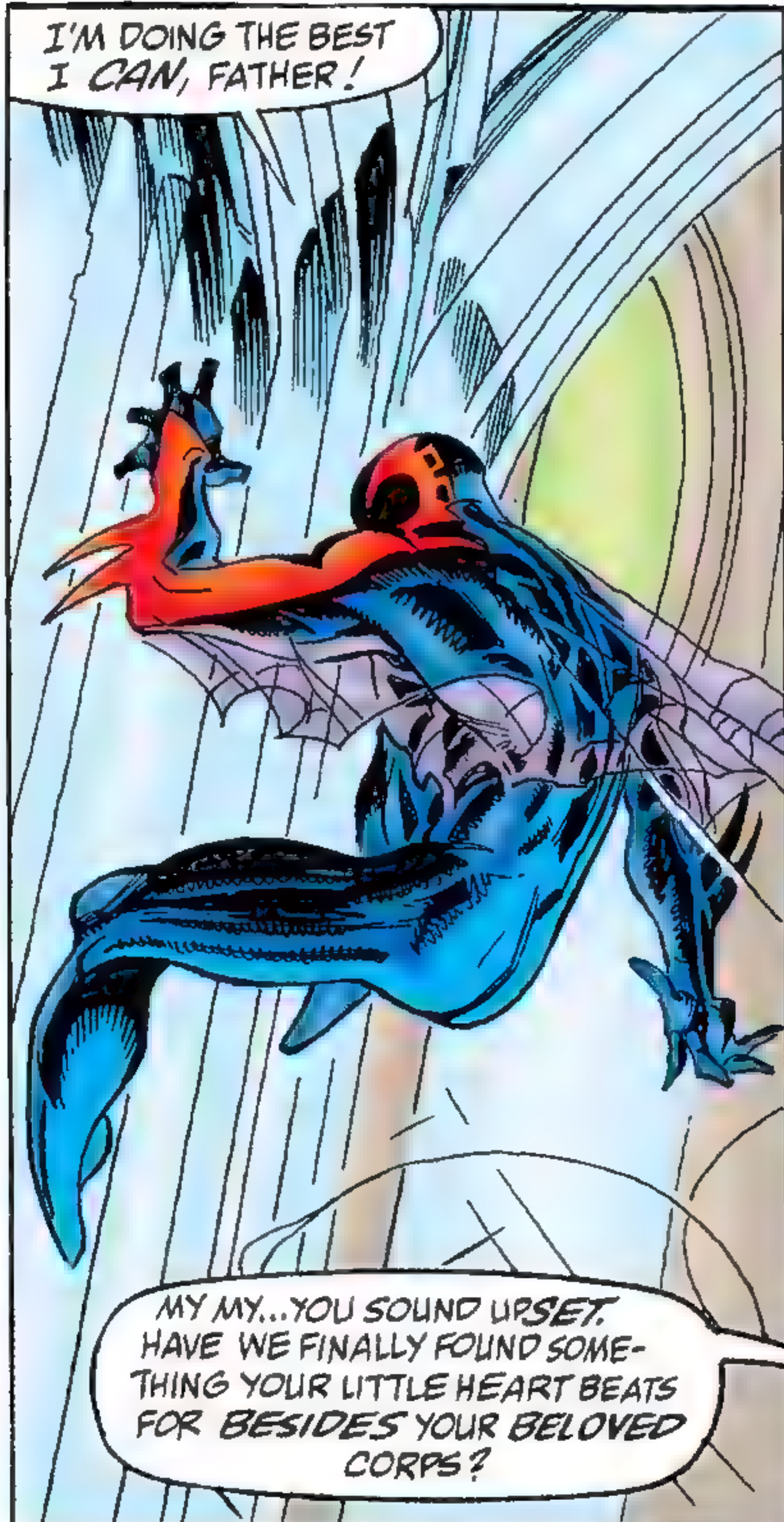
THERE'S NO GOD ANYMORE. ALCHEMAX BOUGHT OUT THE FRANCHISE AND FIRED HIM.

GET OUT! DEAR LORD, THIS IS A HOLY PLACE!

GET OUTTTTTT!

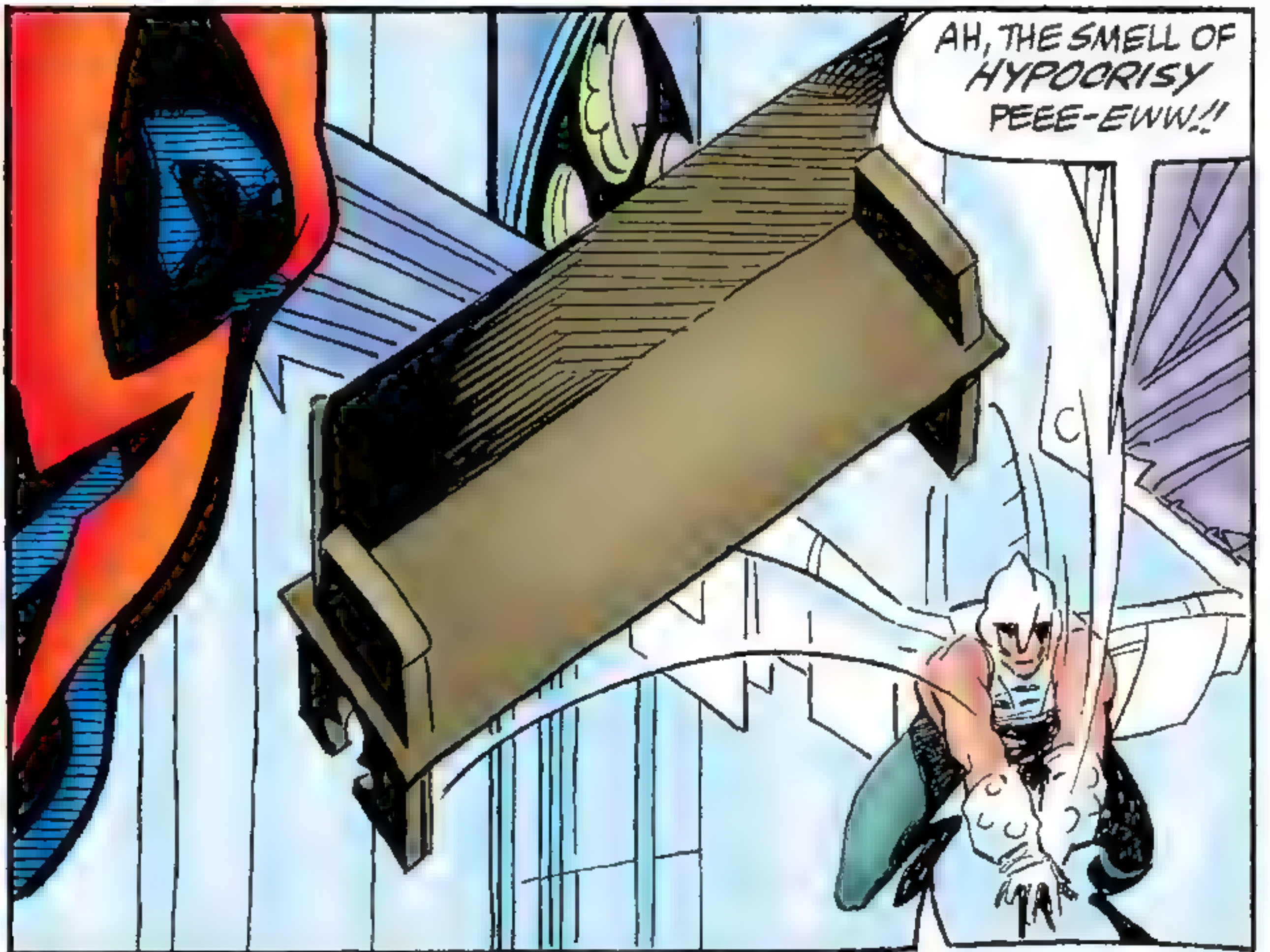
OH, PERFECT. NOW I'M DESECRATING A CHURCH.

BAD ENOUGH I'M A LAPSED CATHOLIC. NOW I GET TO BURN AS WELL.



I'M DOING THE BEST
I CAN, FATHER!

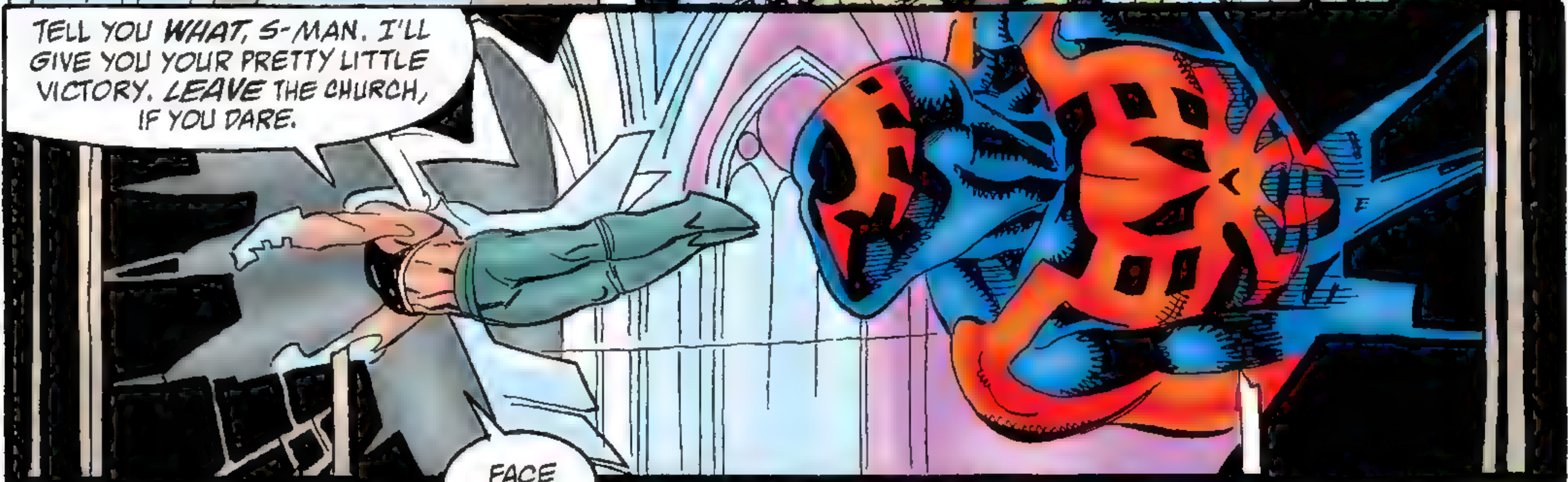
MY MY...YOU SOUND UPSET.
HAVE WE FINALLY FOUND SOME-
THING YOUR LITTLE HEART BEATS
FOR BESIDES YOUR BELOVED
CORPS?



AH, THE SMELL OF
HYPOCRISY
FEE-EWW!!

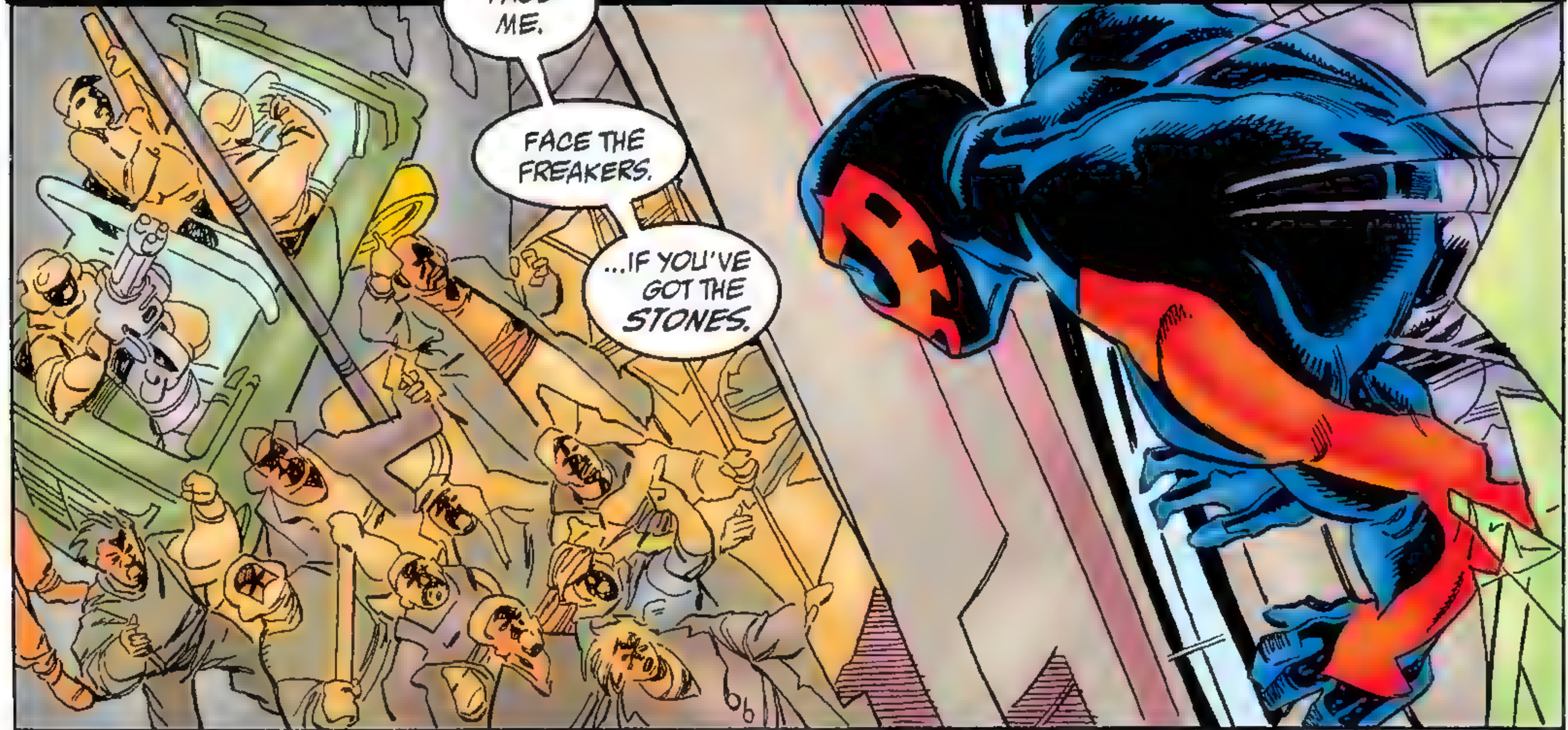


I'LL TAKE THE HONEST
STENCH OF ROTTING
MEAT ANY DAY.



TELL YOU WHAT, S-MAN. I'LL
GIVE YOU YOUR PRETTY LITTLE
VICTORY. LEAVE THE CHURCH,
IF YOU DARE.

FACE
ME.



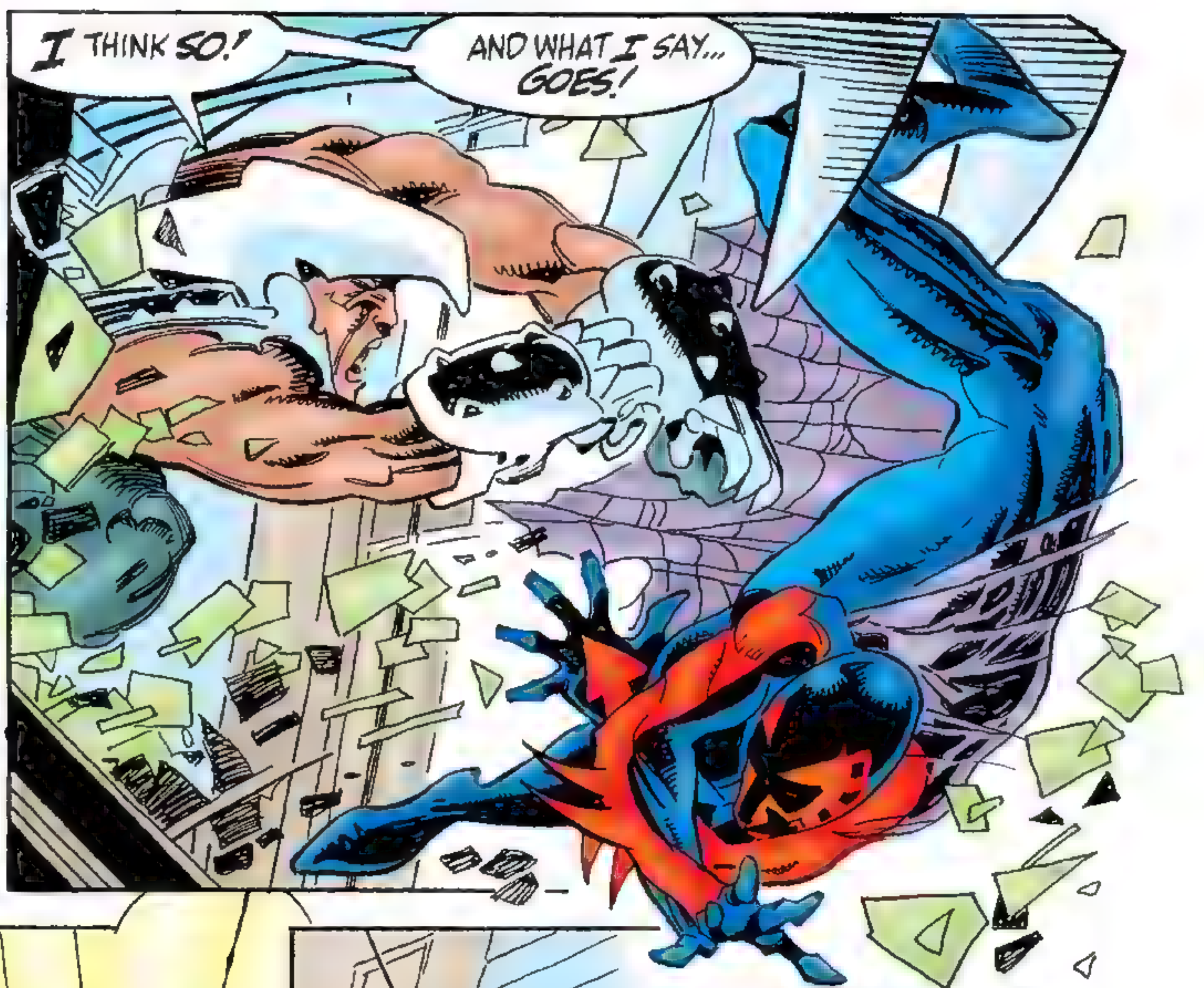
FACE THE
FREAKERS.

...IF YOU'VE
GOT THE
STONES.



Ohhhh....

I THINK NOT.



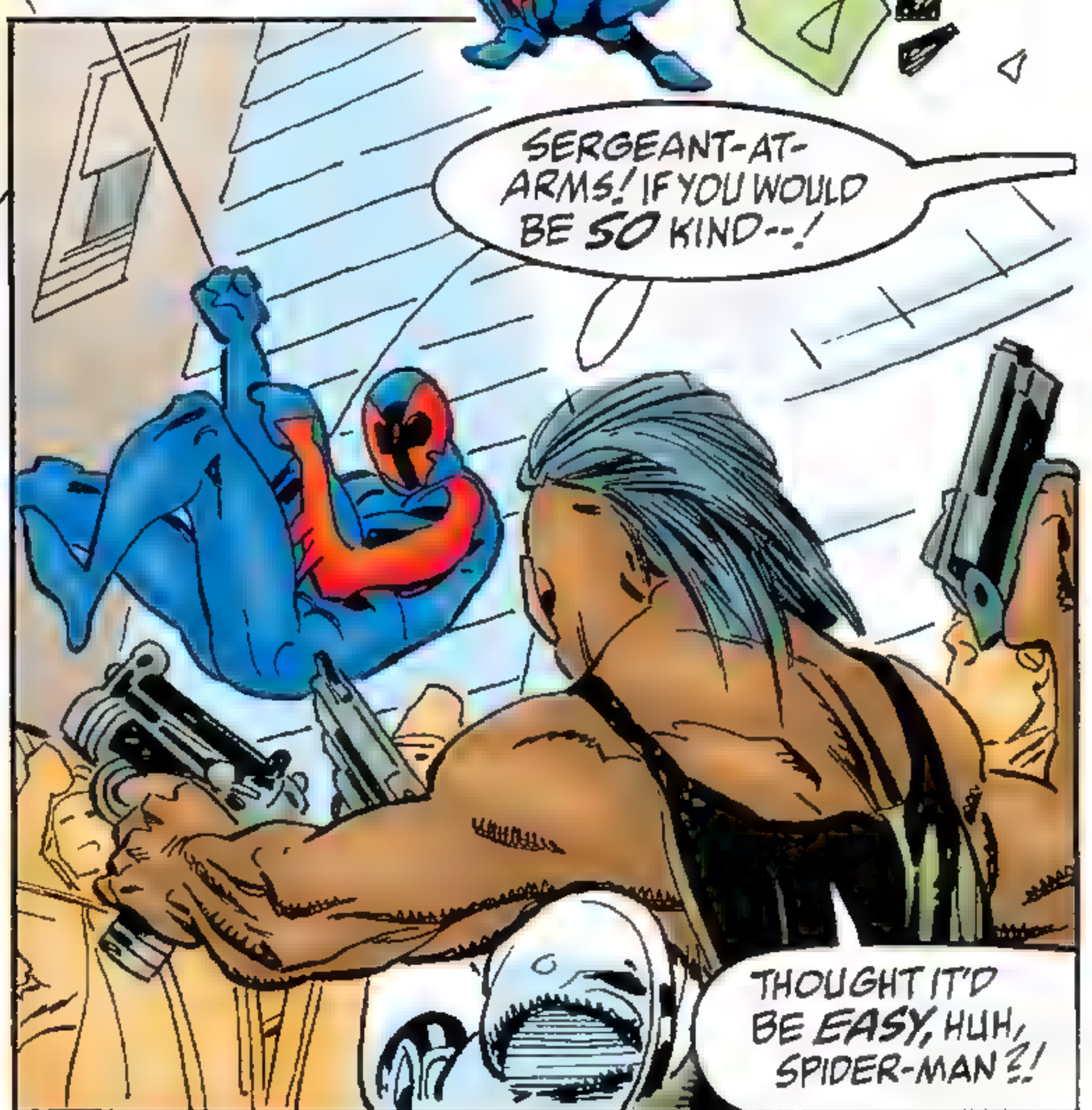
I THINK SO!

AND WHAT I SAY... GOES!



SO...
...GO!

FWNNNN



SERGEANT-AT-ARMS! IF YOU WOULD BE SO KIND--!

THOUGHT IT'D BE EASY, HUH, SPIDER-MAN?!



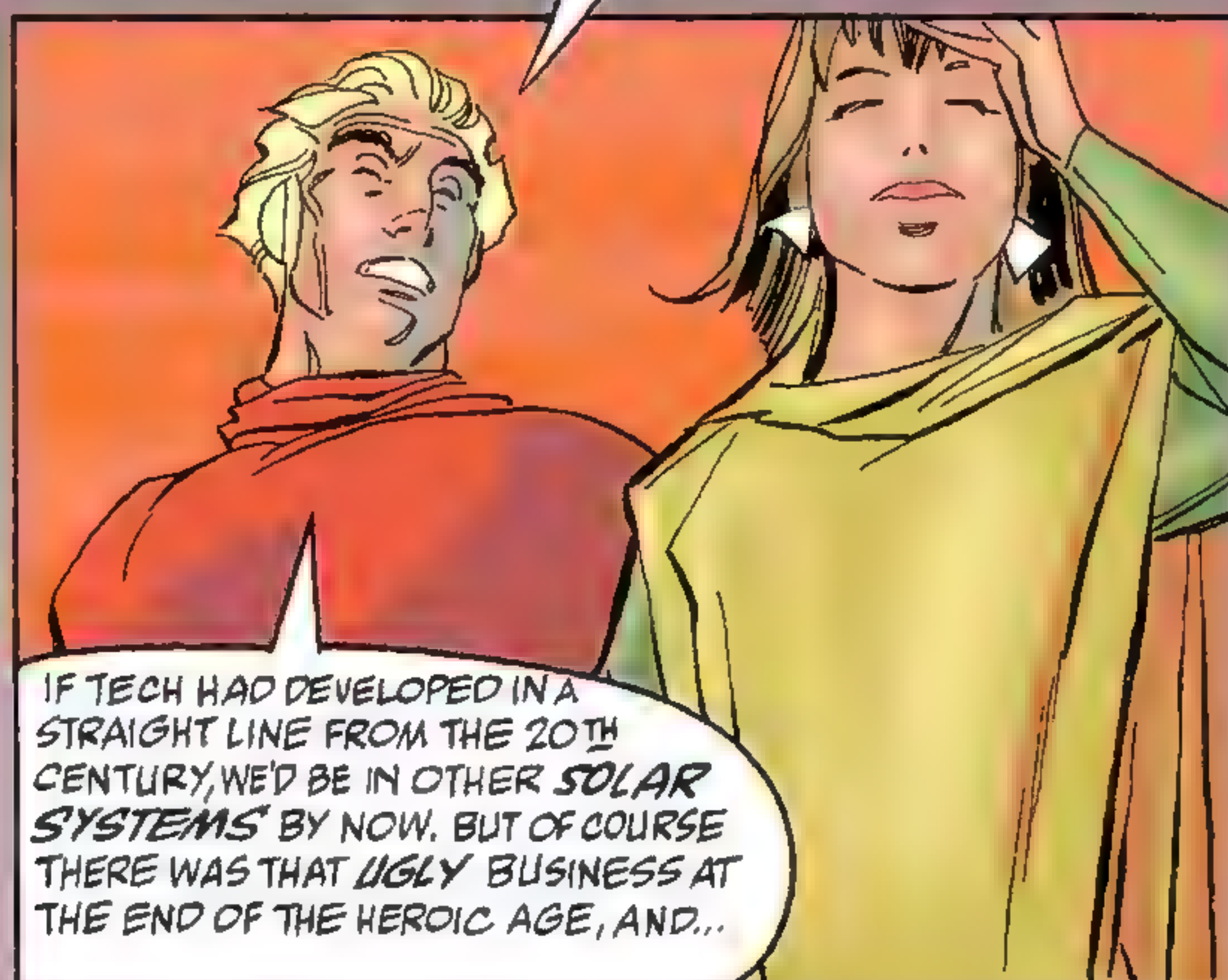
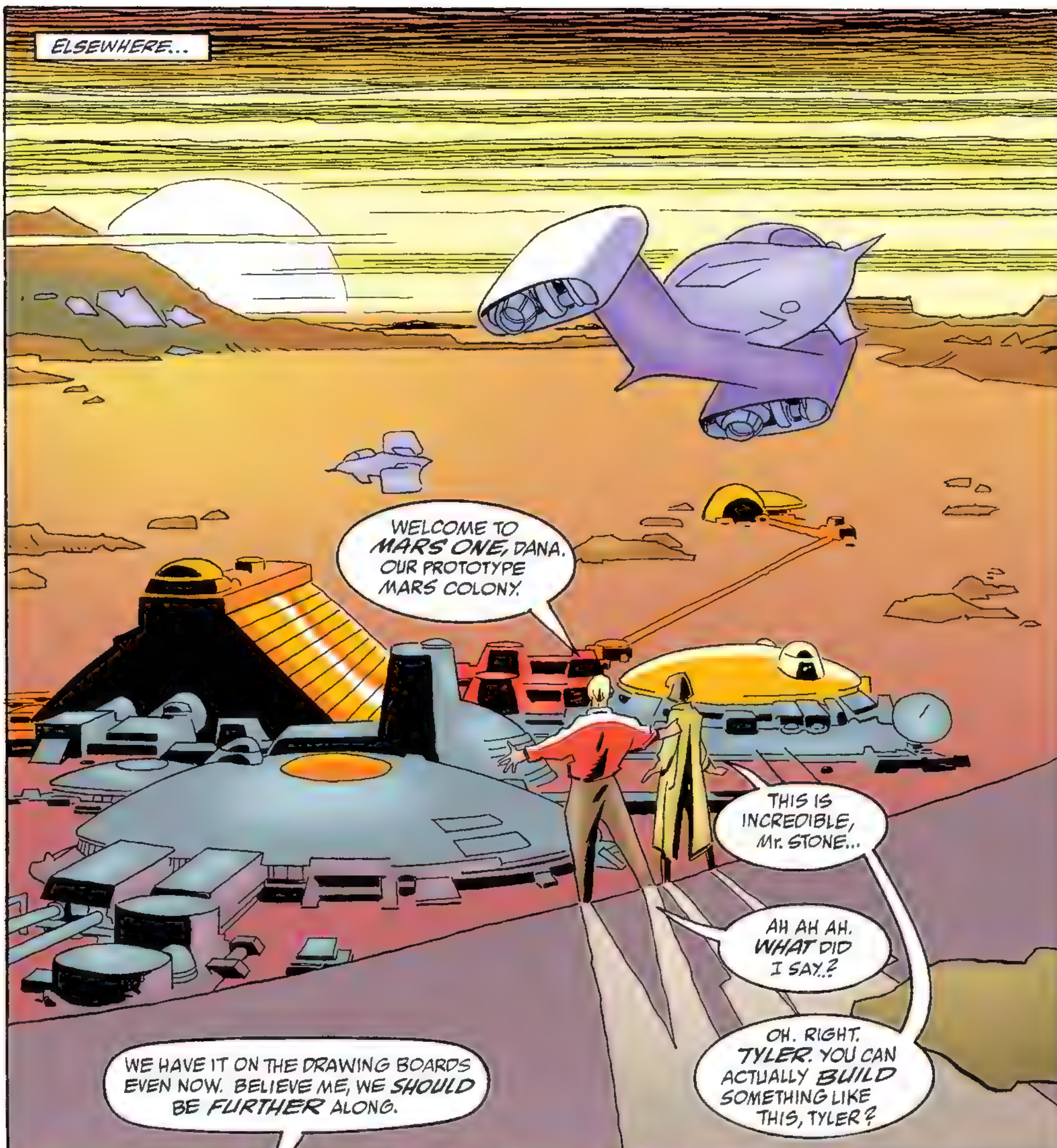
YOU'RE DEAD!

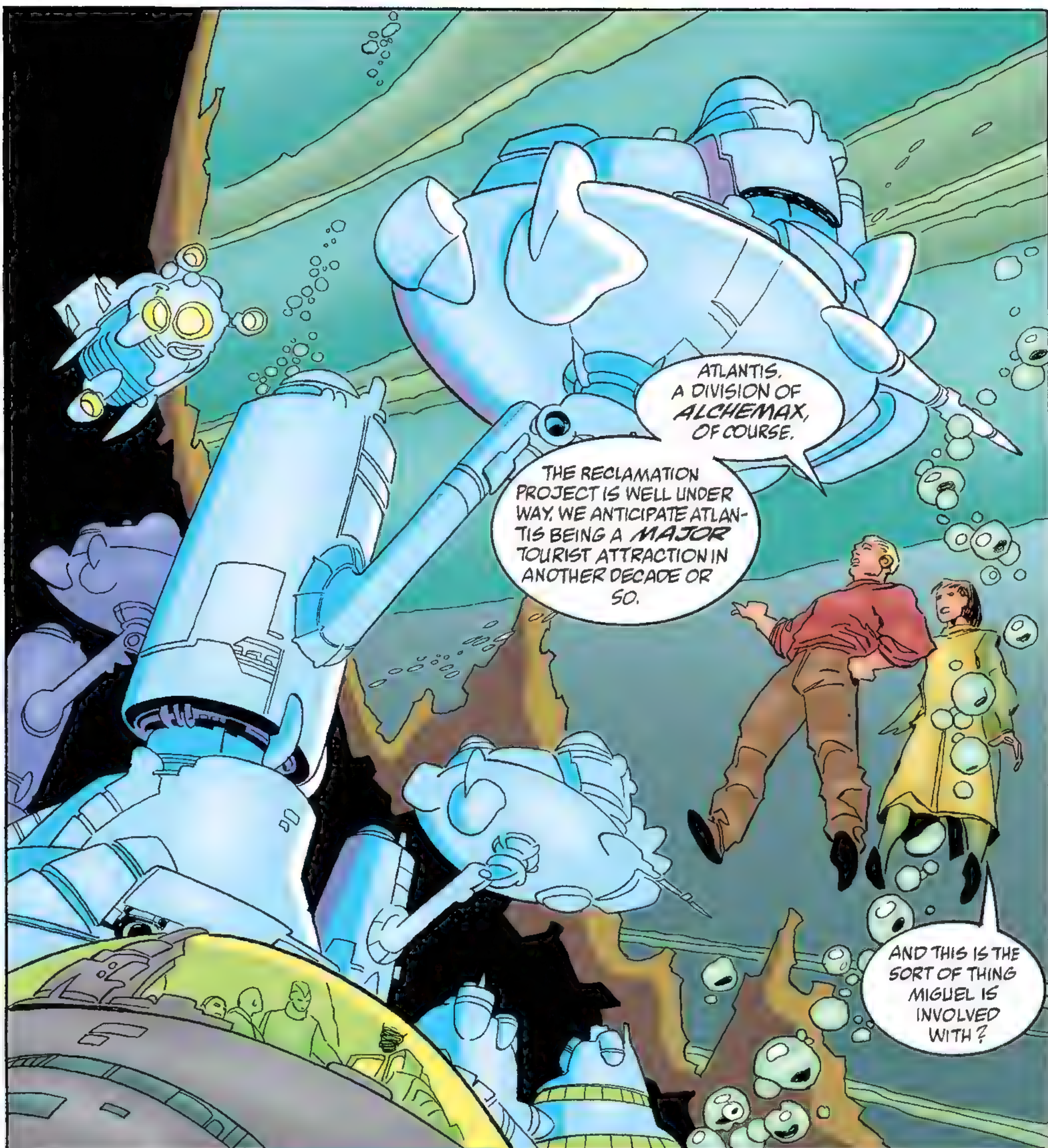


THEY'VE GOT IT BACKWARDS. DYING WOULD BE EASY.

DANA, BABE... WHEREVER YOU ARE... IF I DON'T MAKE IT BACK... I'M SORRY FOR SCREWING US UP SO BAD.

ELSEWHERE...





ATLANTIS,
A DIVISION OF
ALCHEMAX,
OF COURSE.

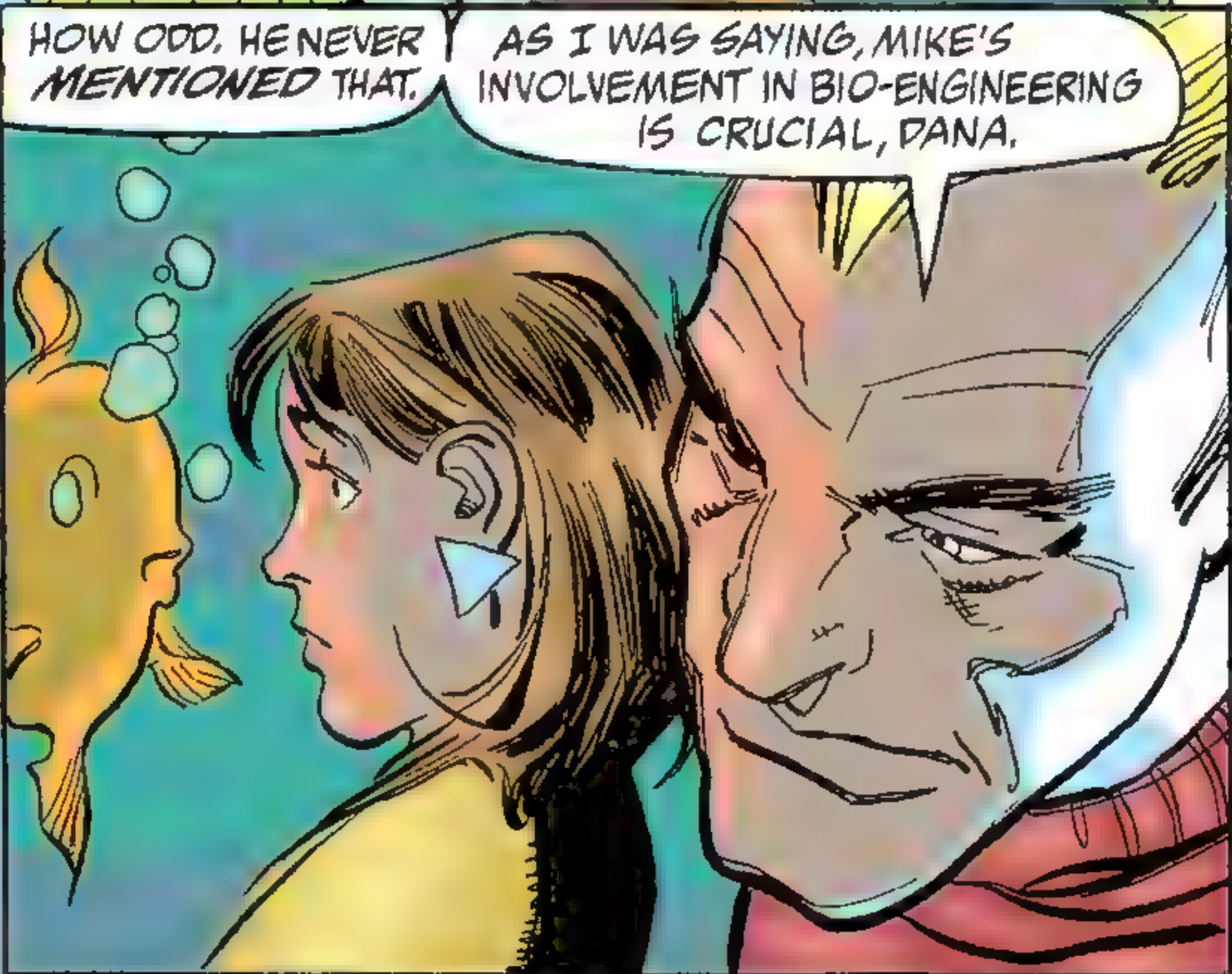
THE RECLAMATION
PROJECT IS WELL UNDER
WAY. WE ANTICIPATE ATLAN-
TIS BEING A *MAJOR*
TOURIST ATTRACTION IN
ANOTHER DECADE OR
SO.

AND THIS IS THE
SORT OF THING
MIGUEL IS
INVOLVED
WITH?



THAT'S RIGHT. MIKE'S
INVOLVEMENT IN--

YOU KNOW... HE *HATES*
THAT YOU CALL HIM "MIKE."

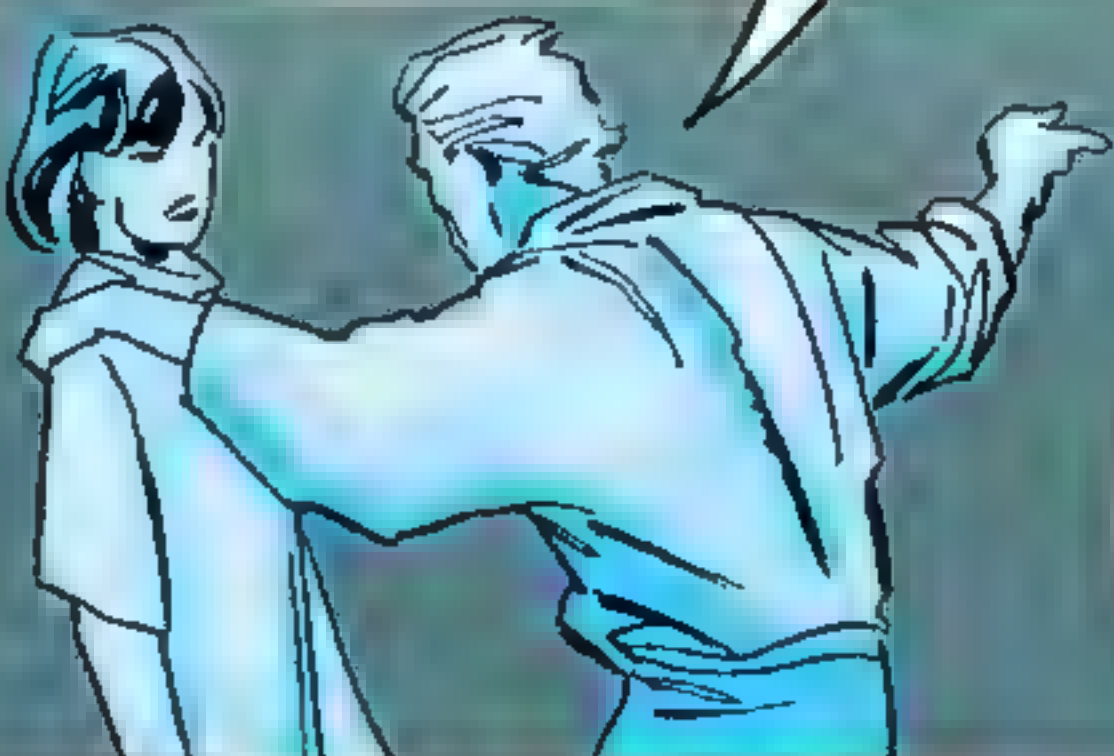


HOW ODD. HE NEVER
MENTIONED THAT.

AS I WAS SAYING, MIKE'S
INVOLVEMENT IN BIO-ENGINEERING
IS CRUCIAL, DANA.

THIS COUNTRY IS SPLINTERED. A MASSIVE **POWER** STRUGGLE'S GOING ON, AND **ALCHEMAX** MUST **WIN** THE BATTLE IF WE HAVE ANY HOPE OF LEADING MANKIND INTO THE 22ND CENTURY.

THE CORPORATE RAIDER PROGRAM IS DESIGNED TO DEFEND OURSELVES AGAINST THE MORE **BELLIGERENT** INDEPENDENT OPERATORS. BUT THAT'S NOT **ALL** WE WANT THEM FOR, AS SOME BELIEVE. NO, THE MORE IMPORTANT PURPOSE IS FOR **THAT** PROGRAM TO EVOLVE INTO **THIS**...



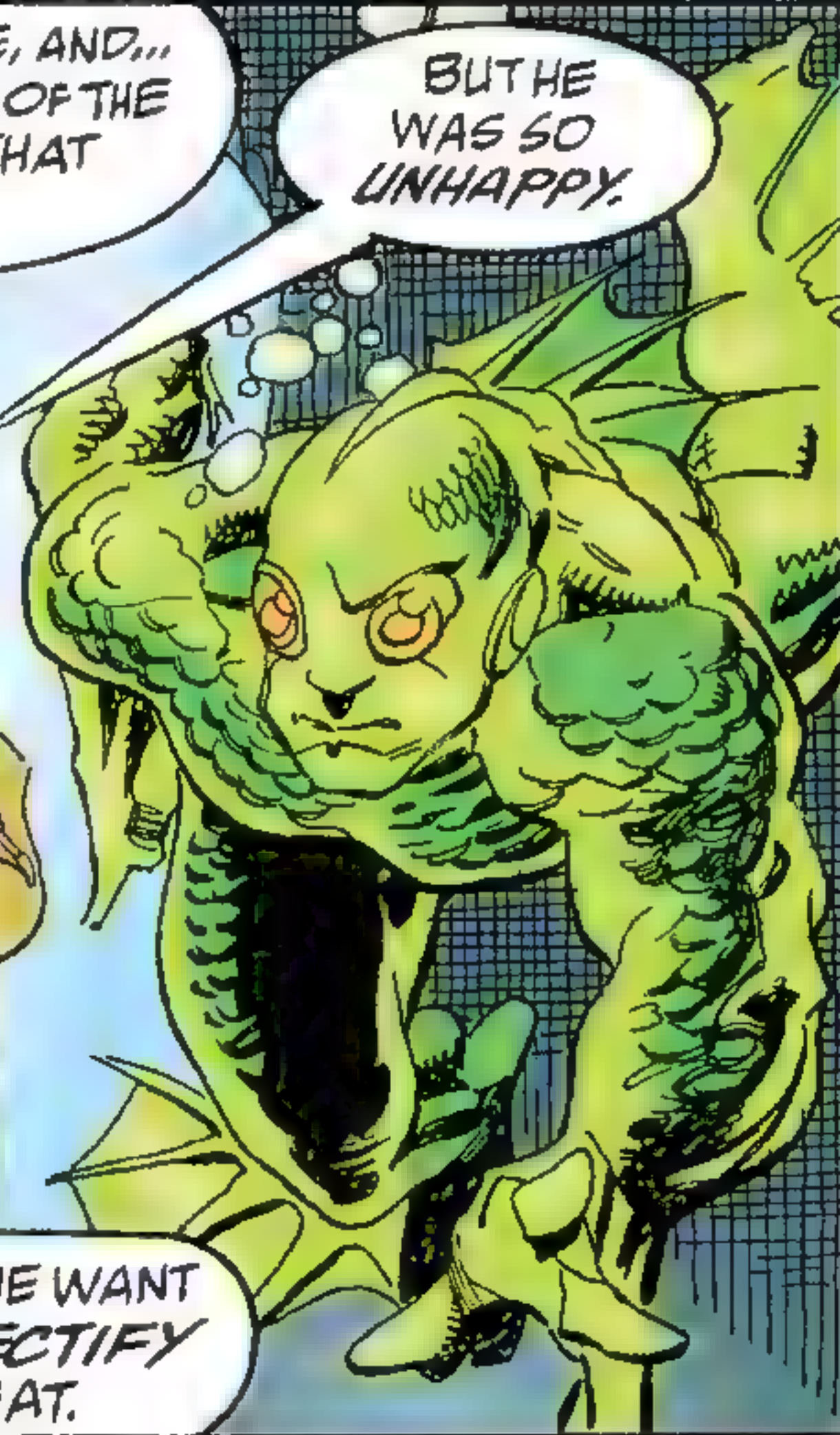
BIO-ENGINEERED WORKERS. CORPORATE **PIONEERS**, SURVIVING ANYWHERE FROM AIR-LESS SPACE TO CRUSHING OCEAN DEPTHS.

THE WAVE OF THE FUTURE, AND... **MIGUEL**... CAN BE ONE OF THE KEY PLAYERS TO MAKE THAT HAPPEN.

BUT HE WAS SO **UNHAPPY**.

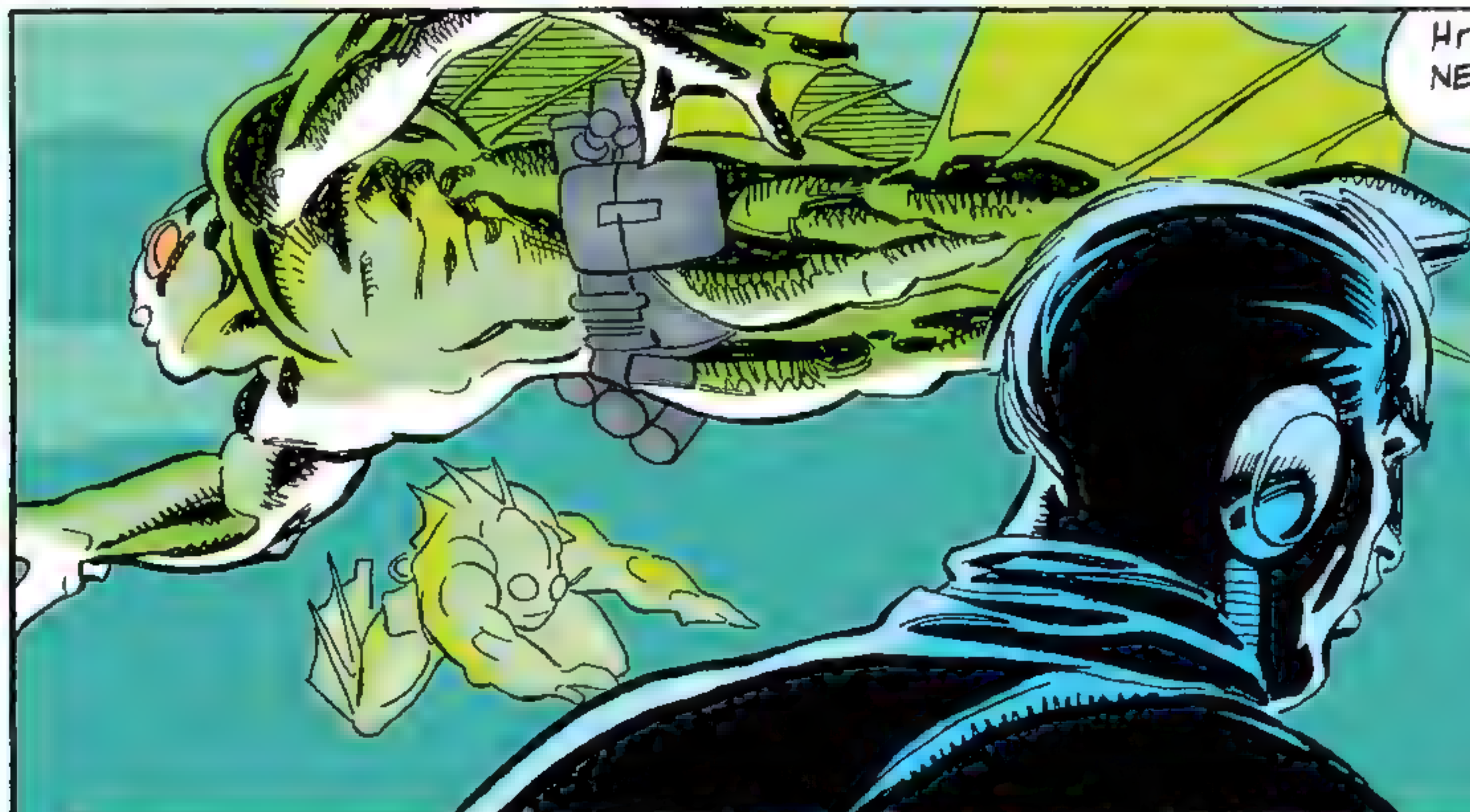


AND WE WANT TO **RECTIFY** THAT.



HMMMM. YOU'RE AN ASSISTANT IN THE NEW MARKET AGRO DEPARTMENT AT SYNTHIA EAST, AREN'T YOU?

WHY... YES.



DEVELOPING RESOURCES SO FOOD CAN BE GROWN IN HOSTILE ENVIRONMENTS IS GOING TO BE **MAJOR**, DANA. THIS OPENS A BRAVE NEW WORLD FOR SYNTHIA.



AND THERE WILL BE OPPORTUNITIES FOR ACCOUNT EXECS ATTACHED TO THE PROJECT. SMART EXECS... LIKE **YOU**, DANA. I KNOW PEOPLE AT SYNTHIA, AND...

I'M SAYING THAT IF THE PROJECTS GO FORWARD, WE CAN ALL BENEFIT. BUT IF THINGS GO **WRONG** WE'RE LEFT WITH...

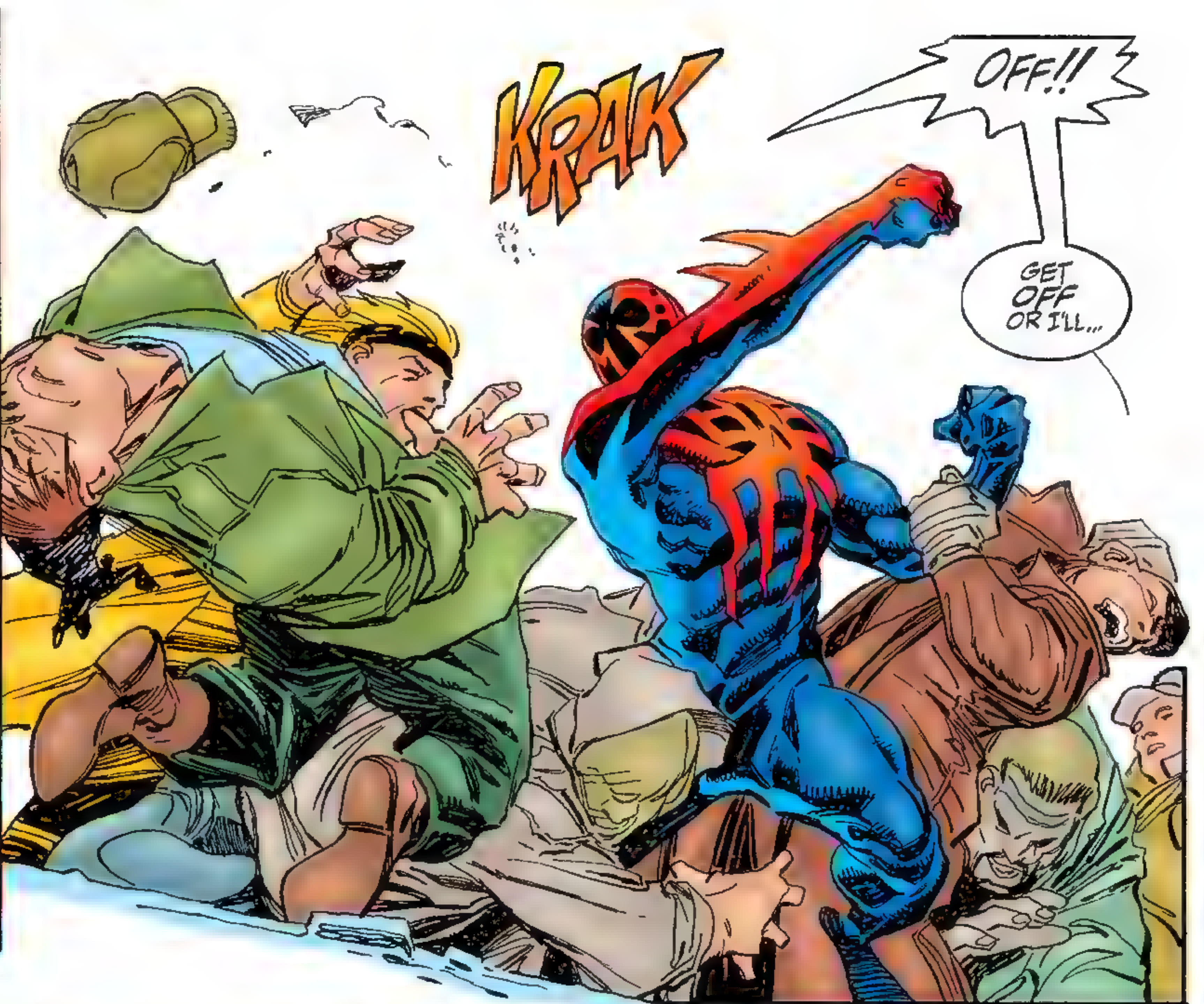


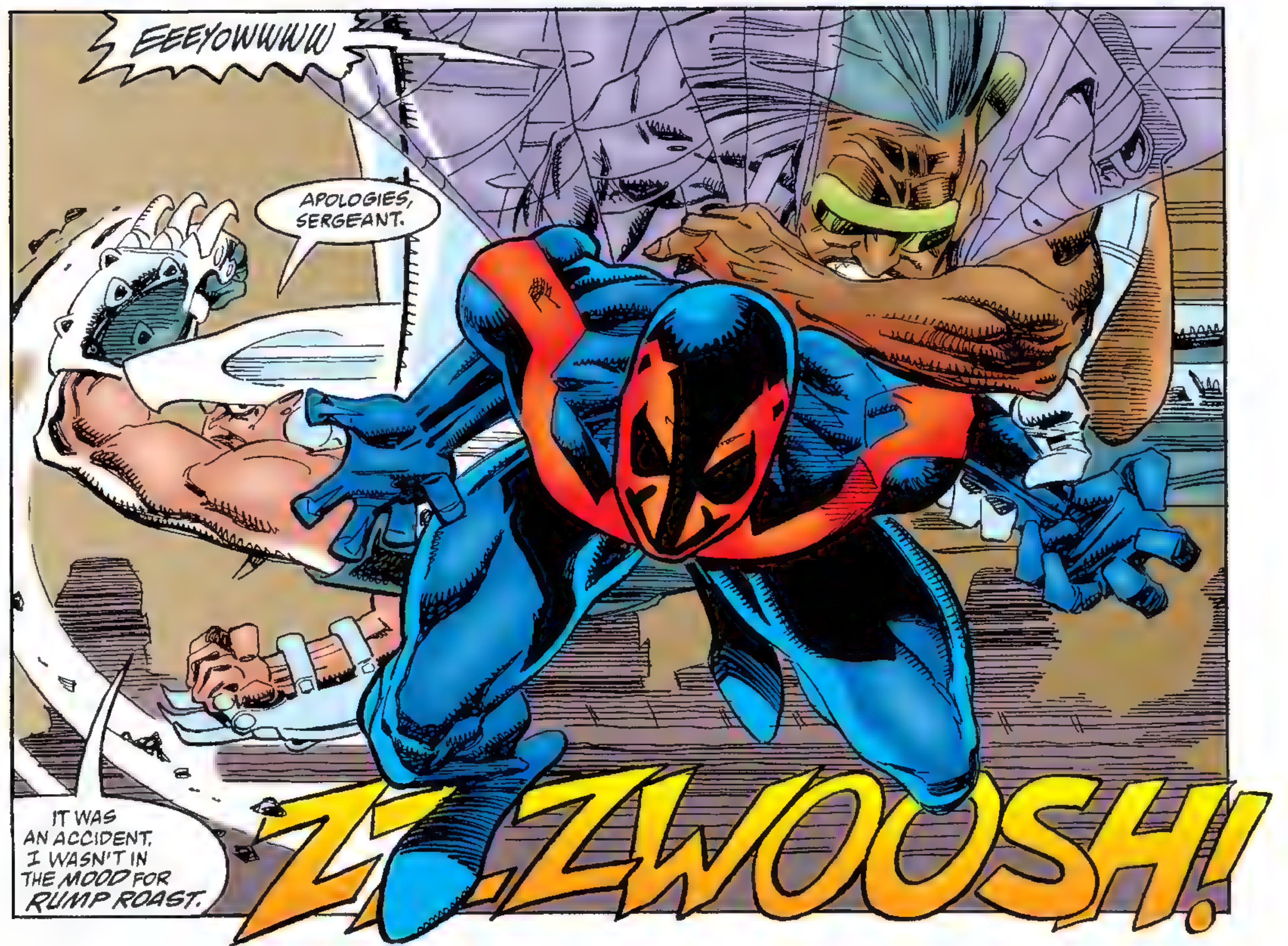
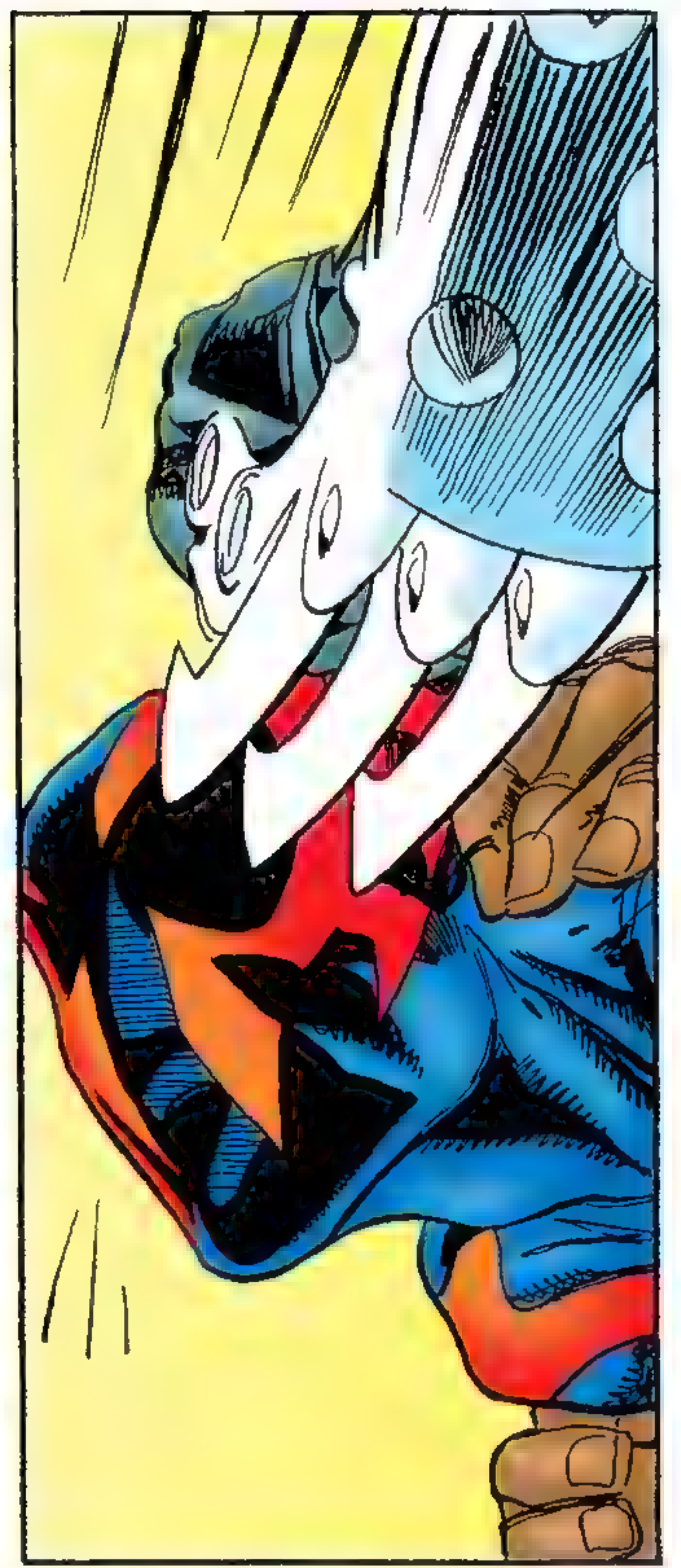
WHAT ARE YOU **SAYING**, MR. STONE?

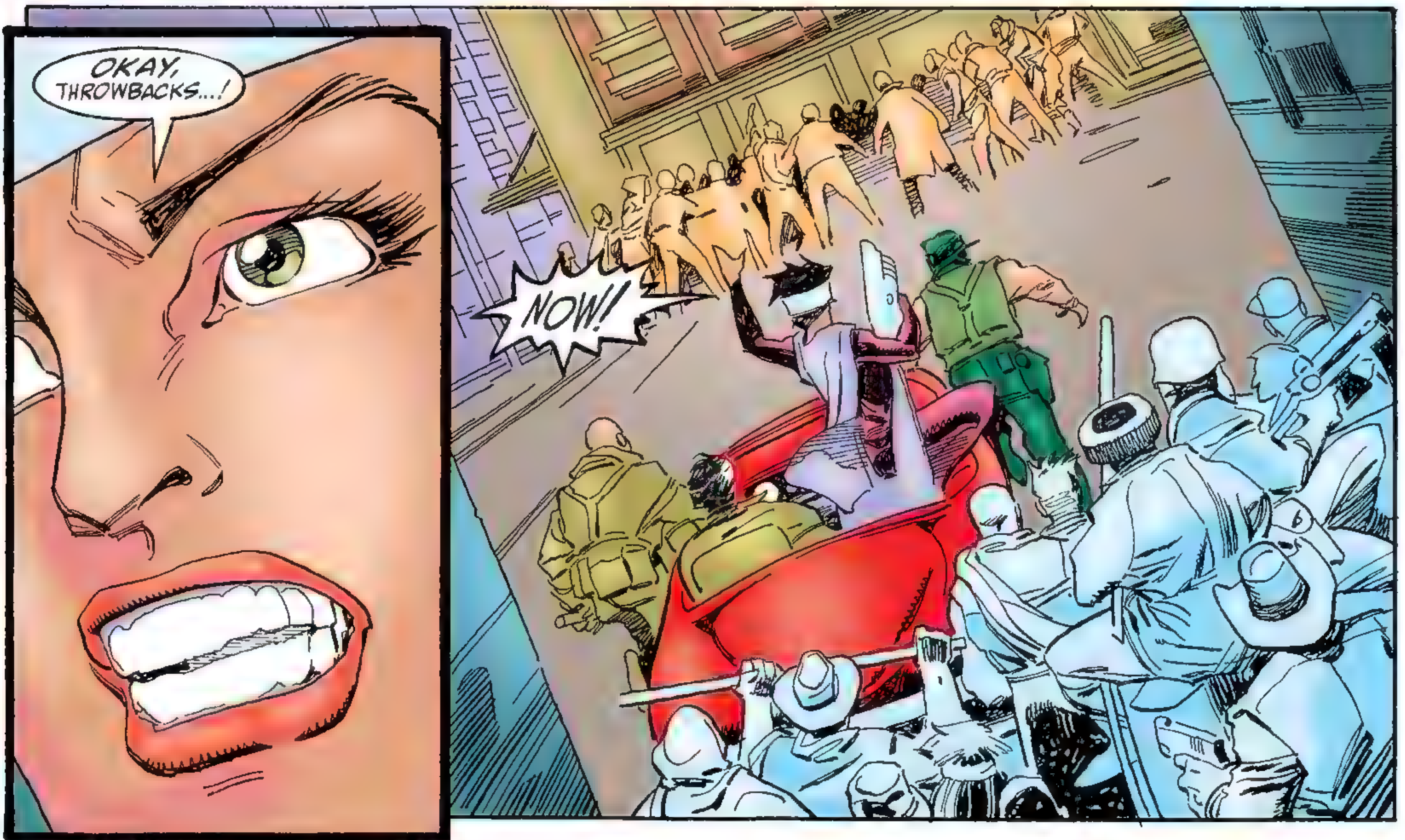
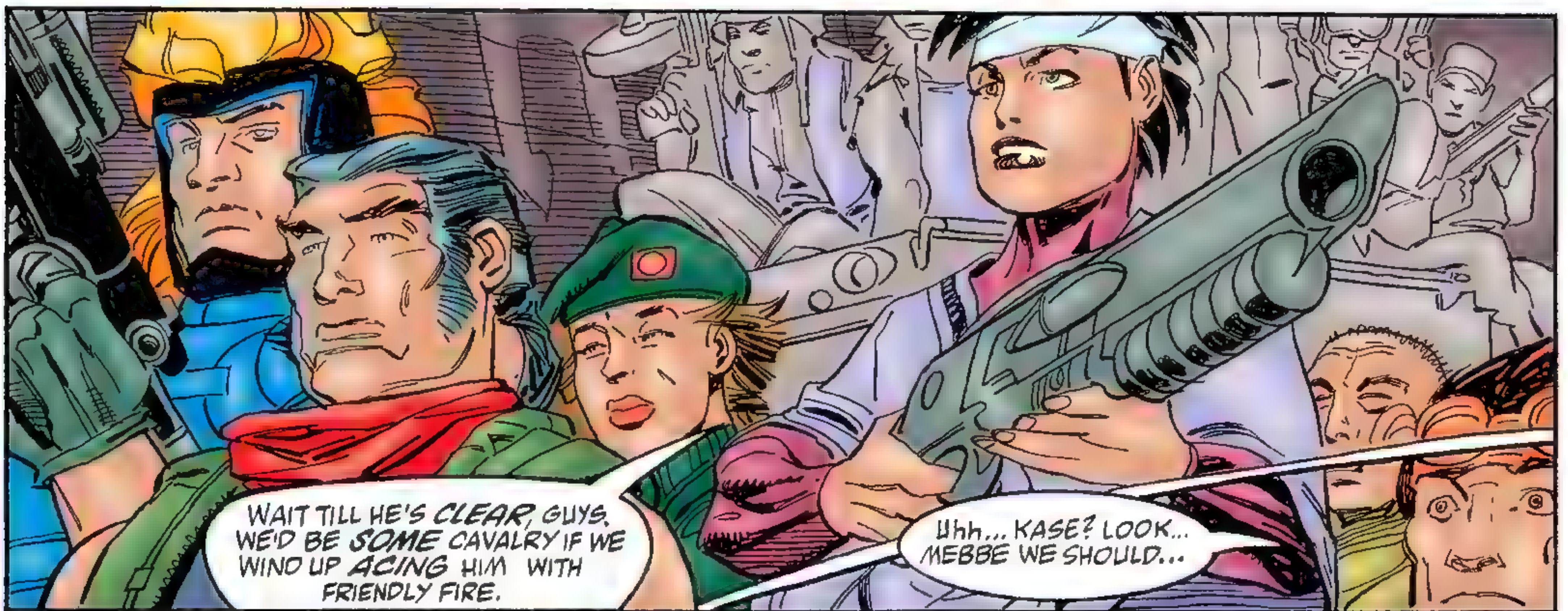
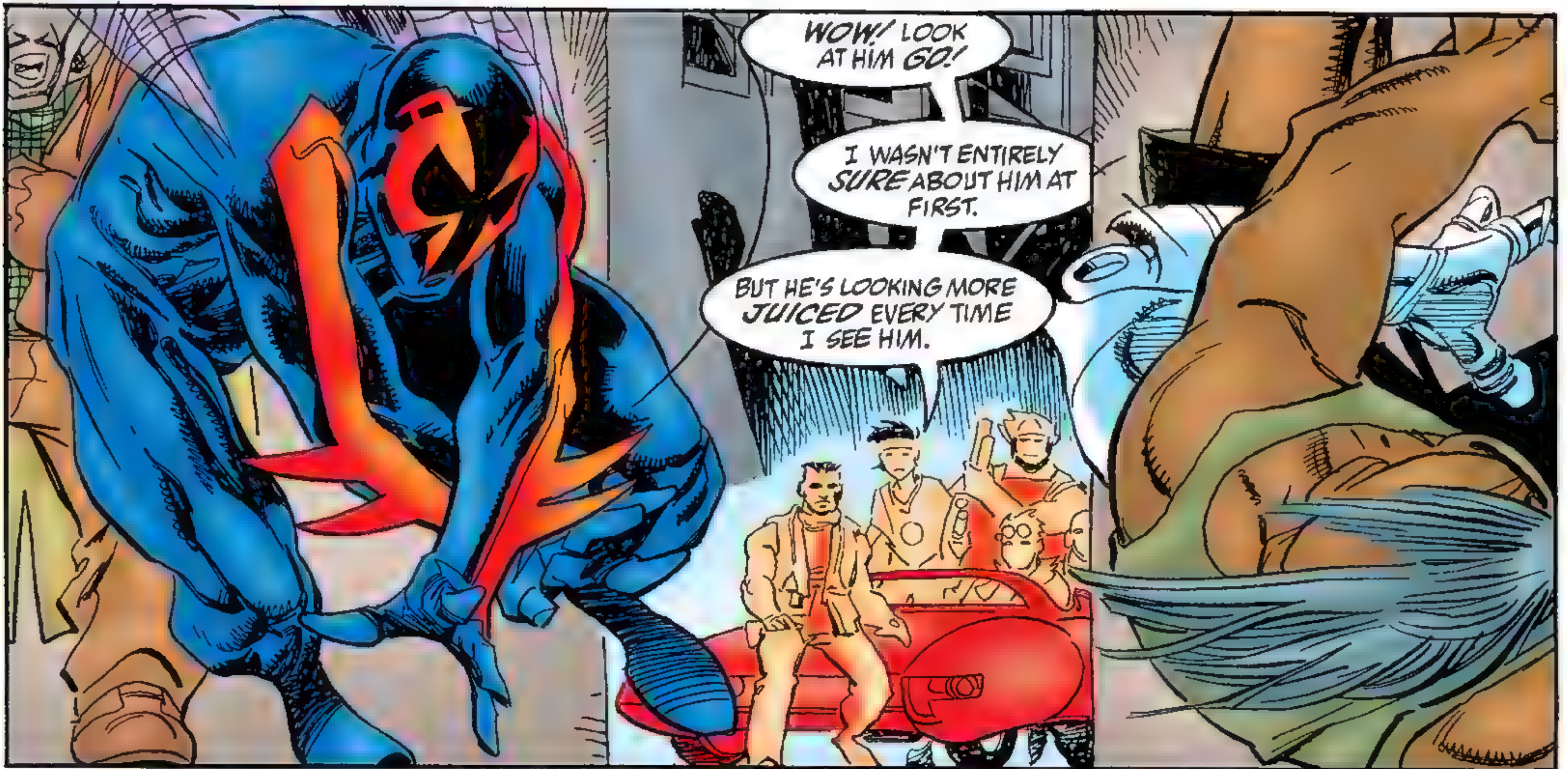
NOTHING.

THAT'S ALL I'M SAYING.













O'HARA!
WHAT'RE YOU
DOING? YOU'RE
BACKING THE
CAR UP!

I KNOW!
I... I JUST DON'T
WANT TO SEE YOU
GET HURT!

ME? WHAT
ABOUT GUYS LIKE
SPIDER-MAN?



RISKING HIS NECK JUST TO
HELP PEOPLE. NO ALLIES.
NO WEAPONS. JUST GUTS,
STRENGTH, SOME WEIRD
POWERS...

AND THE TIGHTEST
LITTLE BUTT I'VE EVER
SEEN.

YOU SEEM TO HAVE ACQUIRED SOME ENTHUSIASTS, SPIDER-MAN.

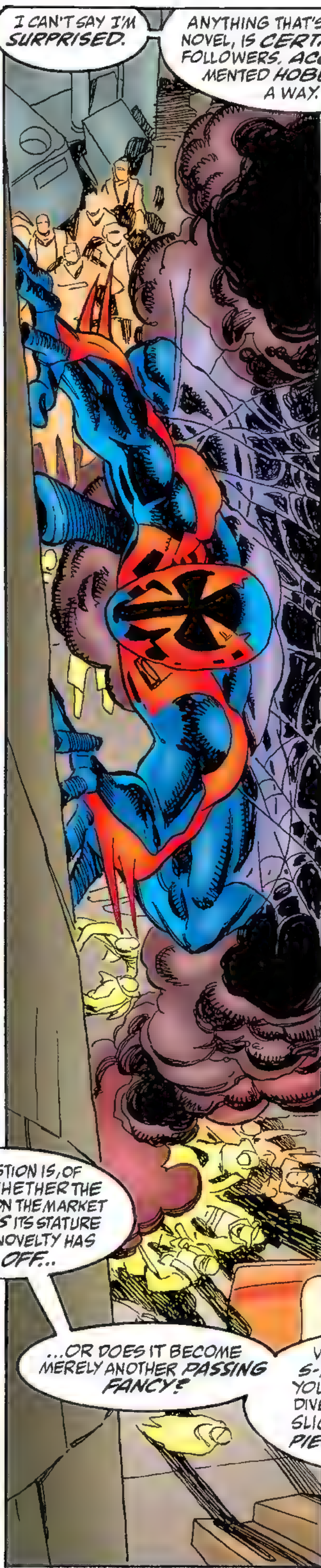
I CAN'T SAY I'M SURPRISED.

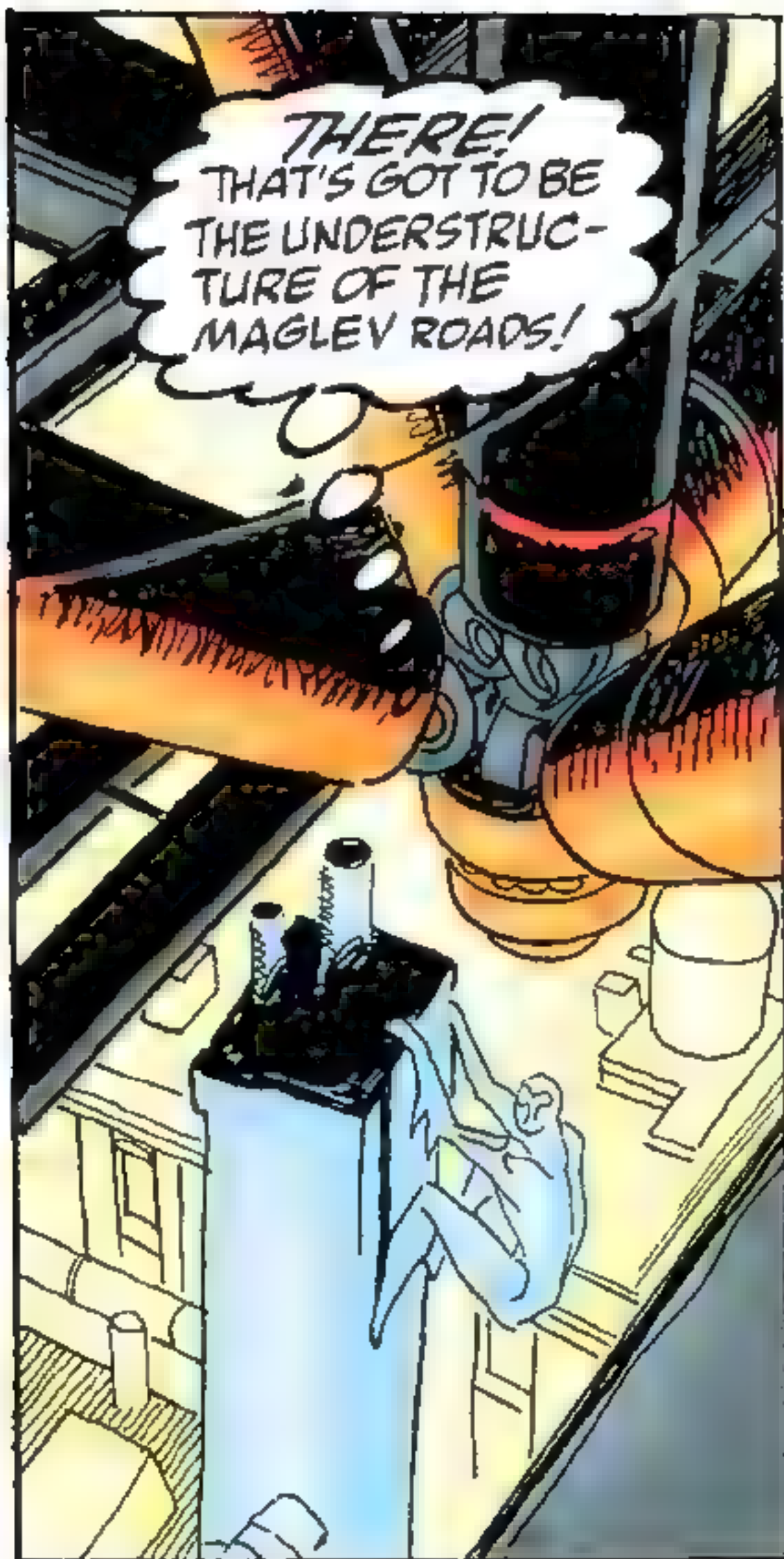
ANYTHING THAT'S DIFFERENT, NOVEL, IS CERTAIN TO DRAW FOLLOWERS. ACOLYTES. DE-MENTED HOBBYISTS, IN A WAY.

THE QUESTION IS, OF COURSE, WHETHER THE NEW ITEM ON THE MARKET MAINTAINS ITS STATURE ONCE THE NOVELTY HAS WORN OFF...

...OR DOES IT BECOME MERELY ANOTHER PASSING FANCY?

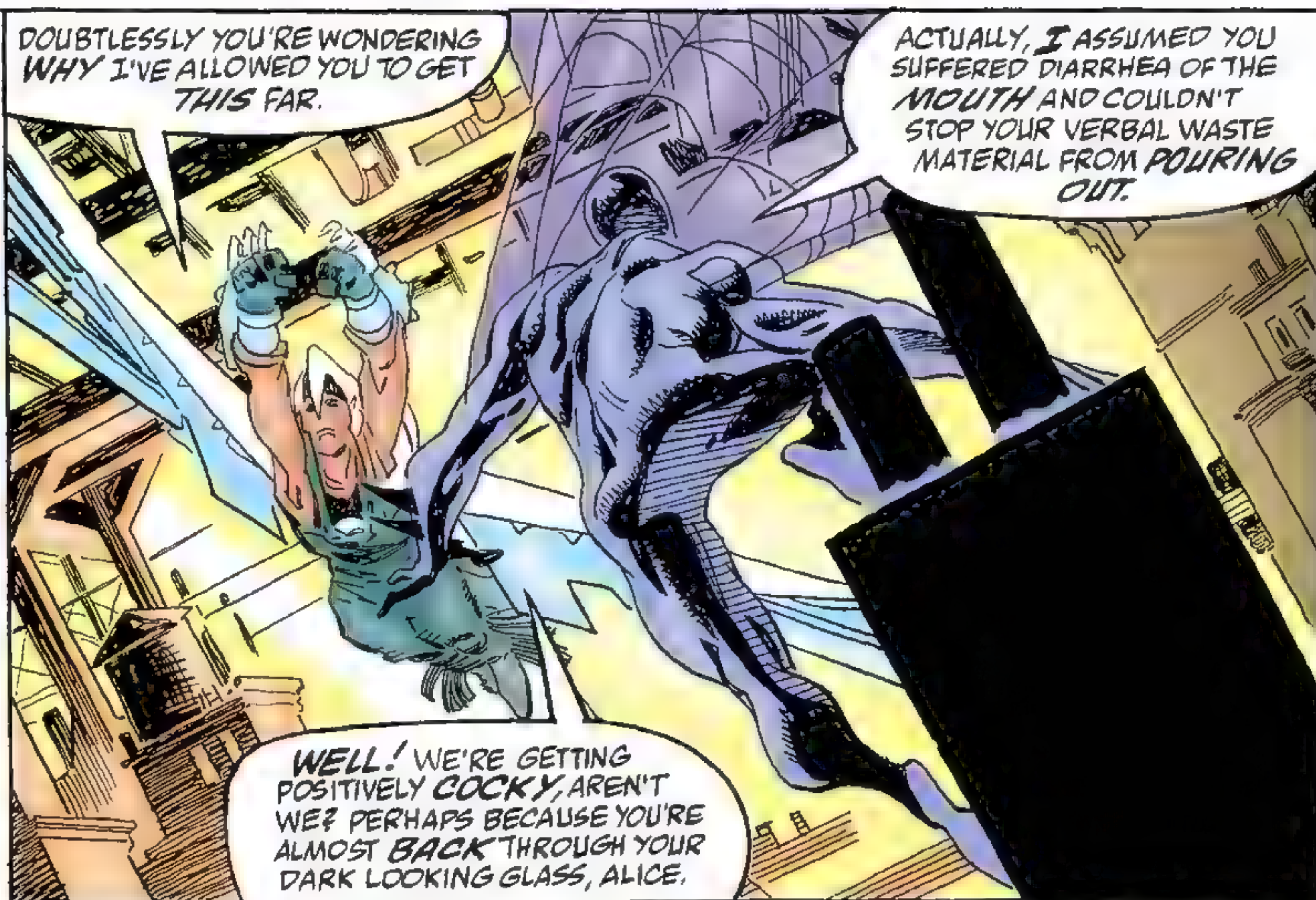
WHICH WILL YOU BE, S-MAN? Hmmm? WILL YOU BE A MOMENTARY DIVERSION? OR WILL YOU SLICE YOURSELF OUT A PIECE OF THE MARKET SHARE PIE?





THERE!
THAT'S GOT TO BE
THE UNDERSTRUC-
TURE OF THE
MAGLEV ROADS!

DOUBTLESSLY YOU'RE WONDERING
WHY I'VE ALLOWED YOU TO GET
THIS FAR.

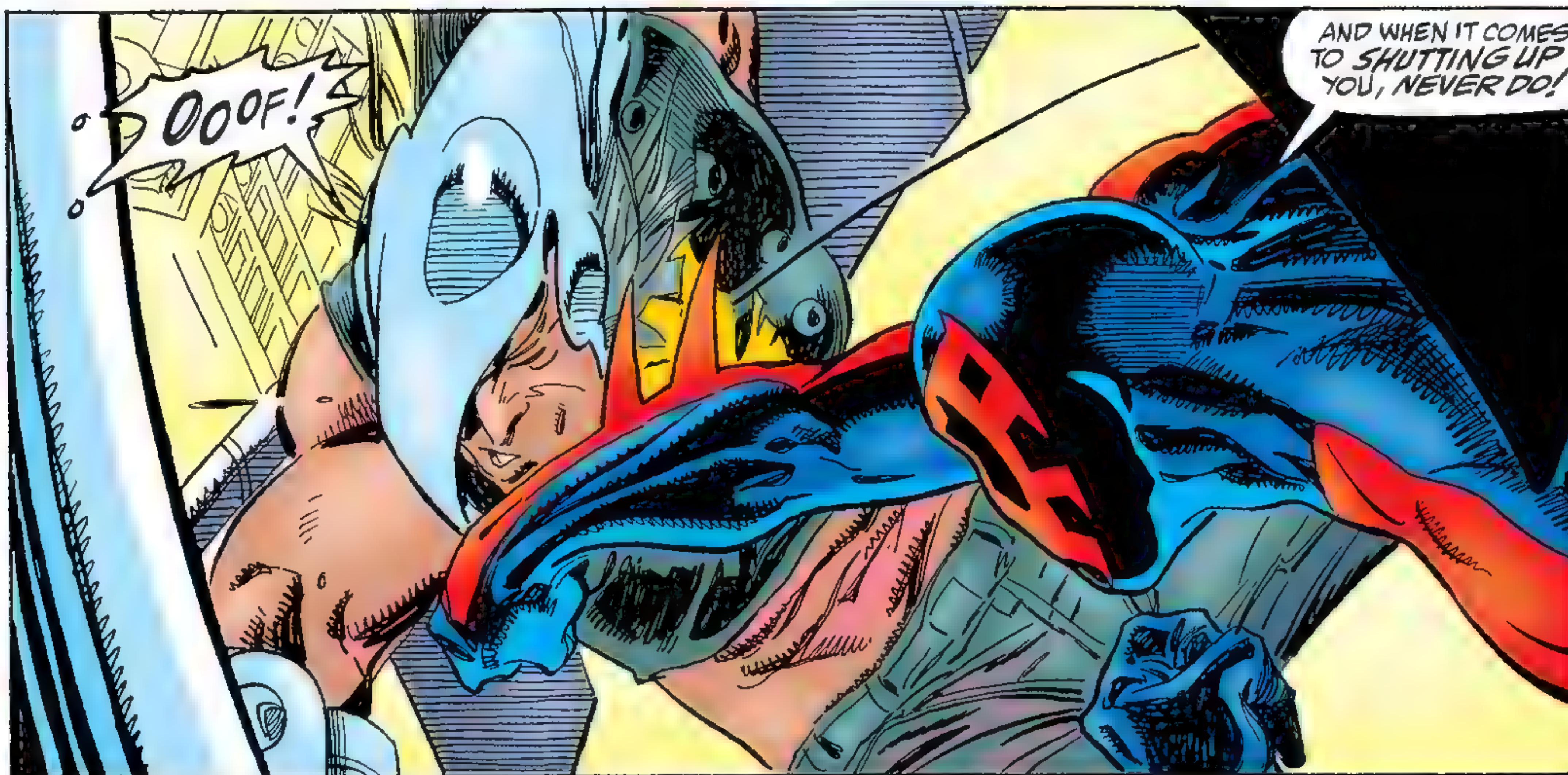


ACTUALLY, I ASSUMED YOU
SUFFERED DIARRHEA OF THE
MOUTH AND COULDN'T
STOP YOUR VERBAL WASTE
MATERIAL FROM POURING
OUT.

WELL! WE'RE GETTING
POSITIVELY COCKY, AREN'T
WE? PERHAPS BECAUSE YOU'RE
ALMOST BACK THROUGH YOUR
DARK LOOKING GLASS, ALICE.

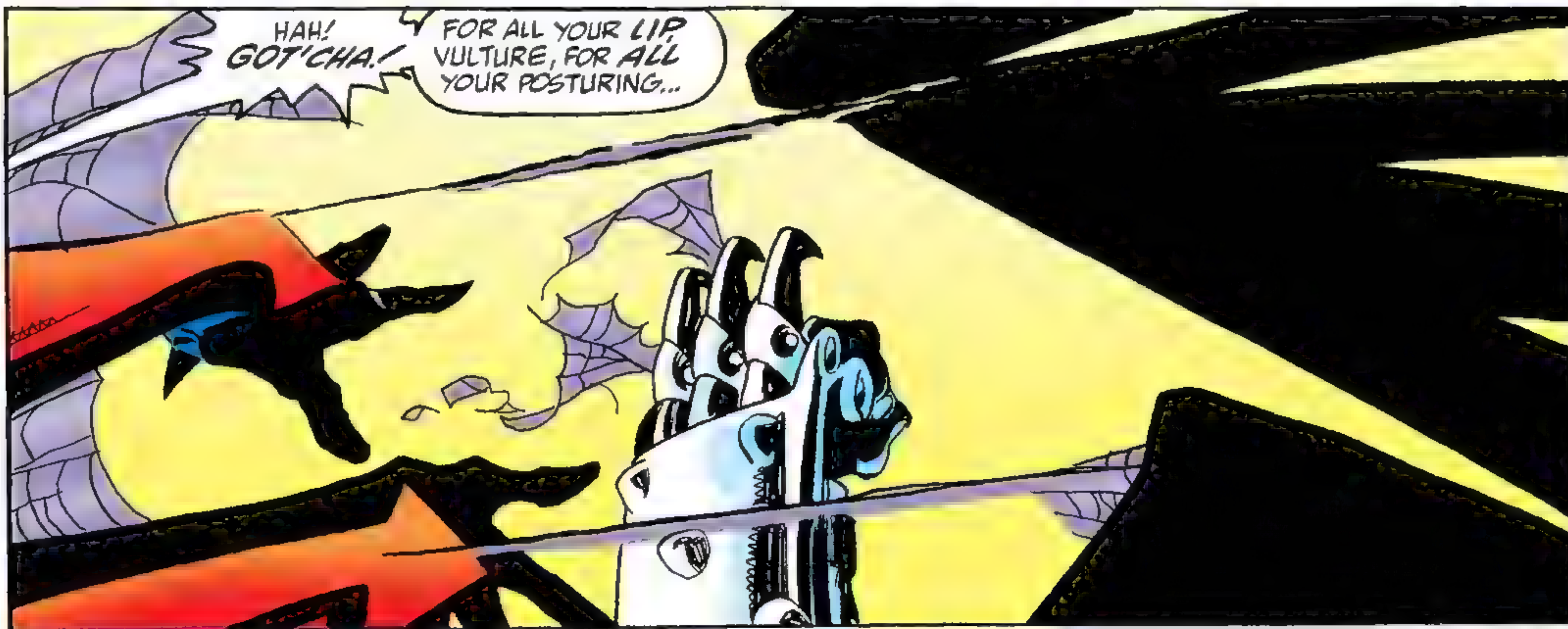


NO, NO, I LET YOU GET
THIS HIGH... SO YOU COULD
GET SO CLOSE TO HOME THAT
YOU COULD TASTE IT. WHEN
IT COMES TO TASTE... I
ALWAYS KNOW.



OOOF!

AND WHEN IT COMES
TO SHUTTING UP
YOU, NEVER DO!



HAH!
GOT'CHA!

FOR ALL YOUR LIP,
VULTURE, FOR ALL
YOUR POSTURING...

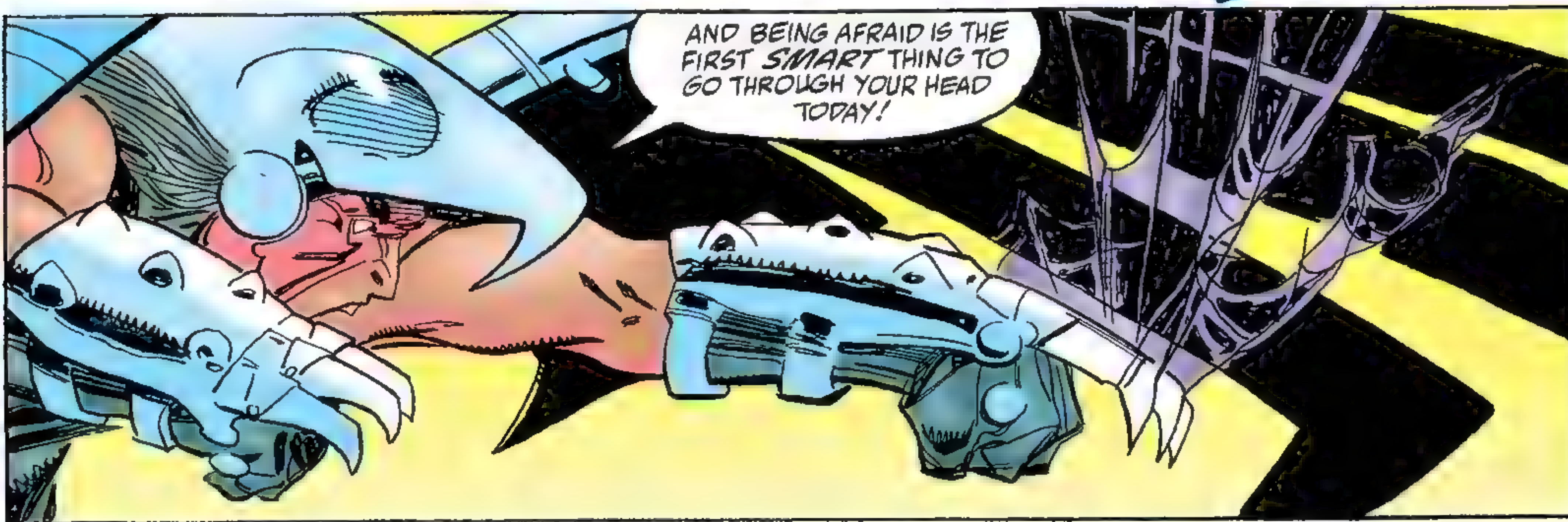


...REMEMBER THAT
RIGHT NOW, YOU'RE
HELPLESS, AND I
COULD GUT YOU
FROM CROTCH TO
STERNUM IF I
FELT LIKE IT.

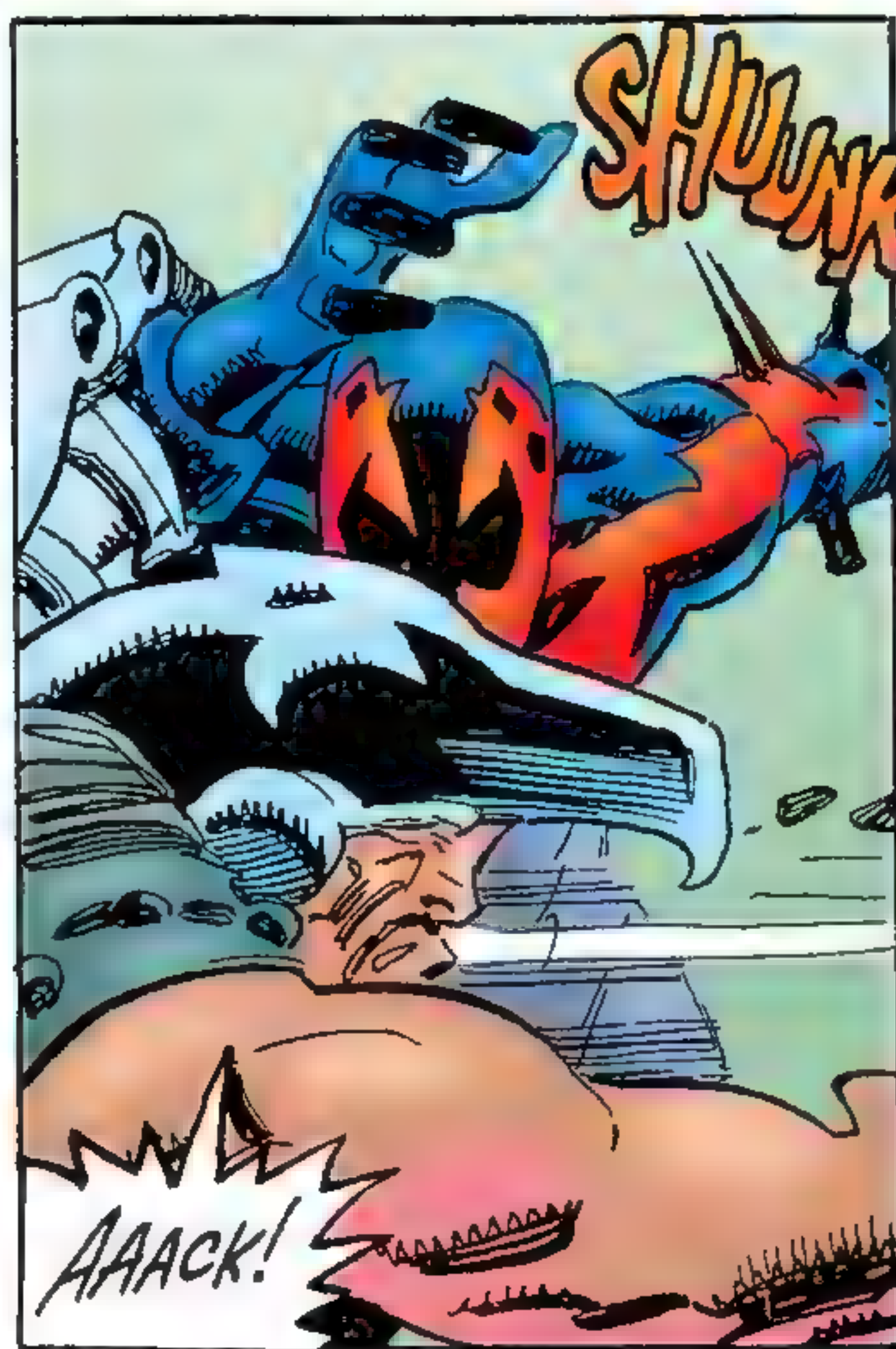
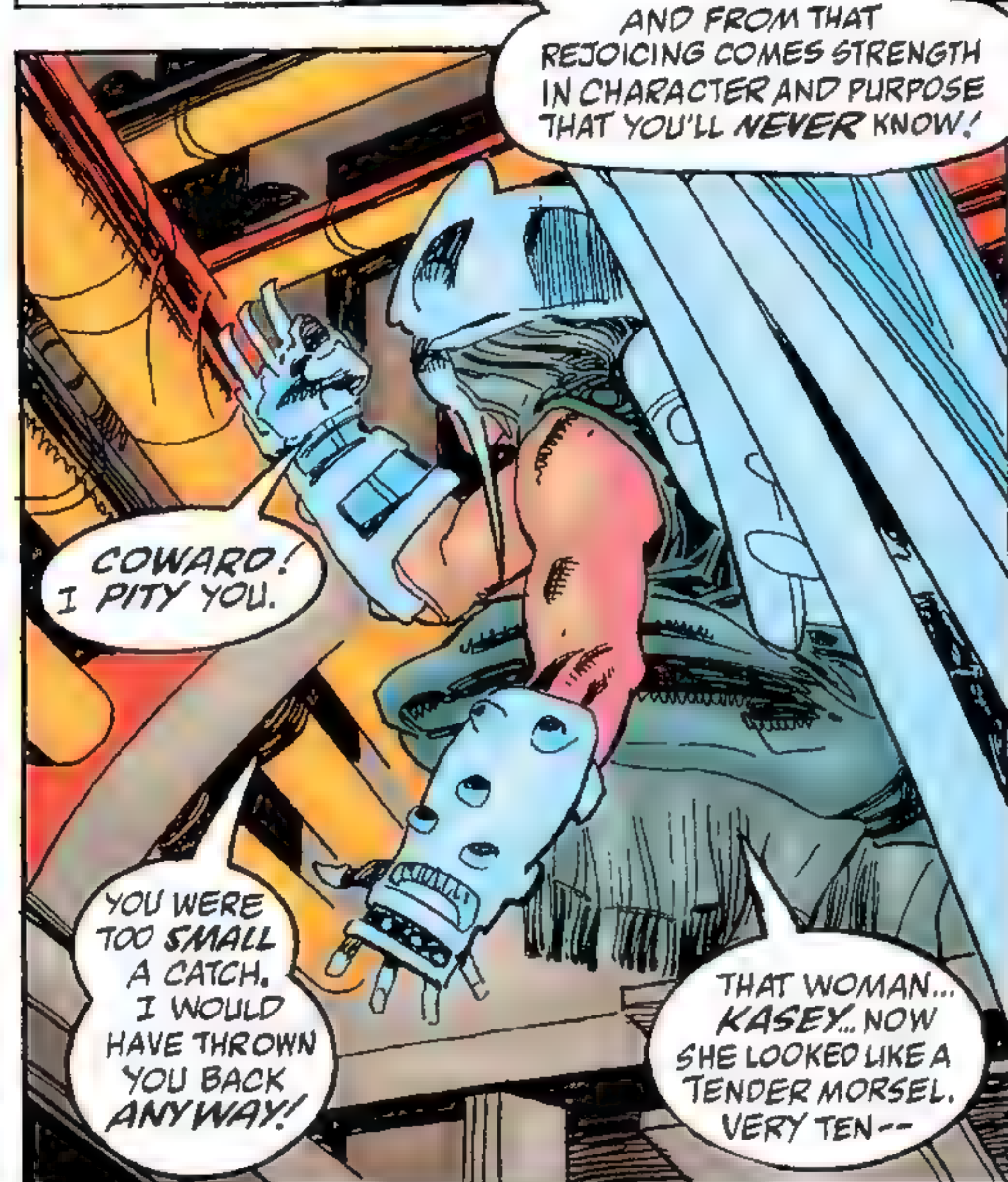
NOT
SO HIGH
AND
MIGHTY
NOW,
HUH?

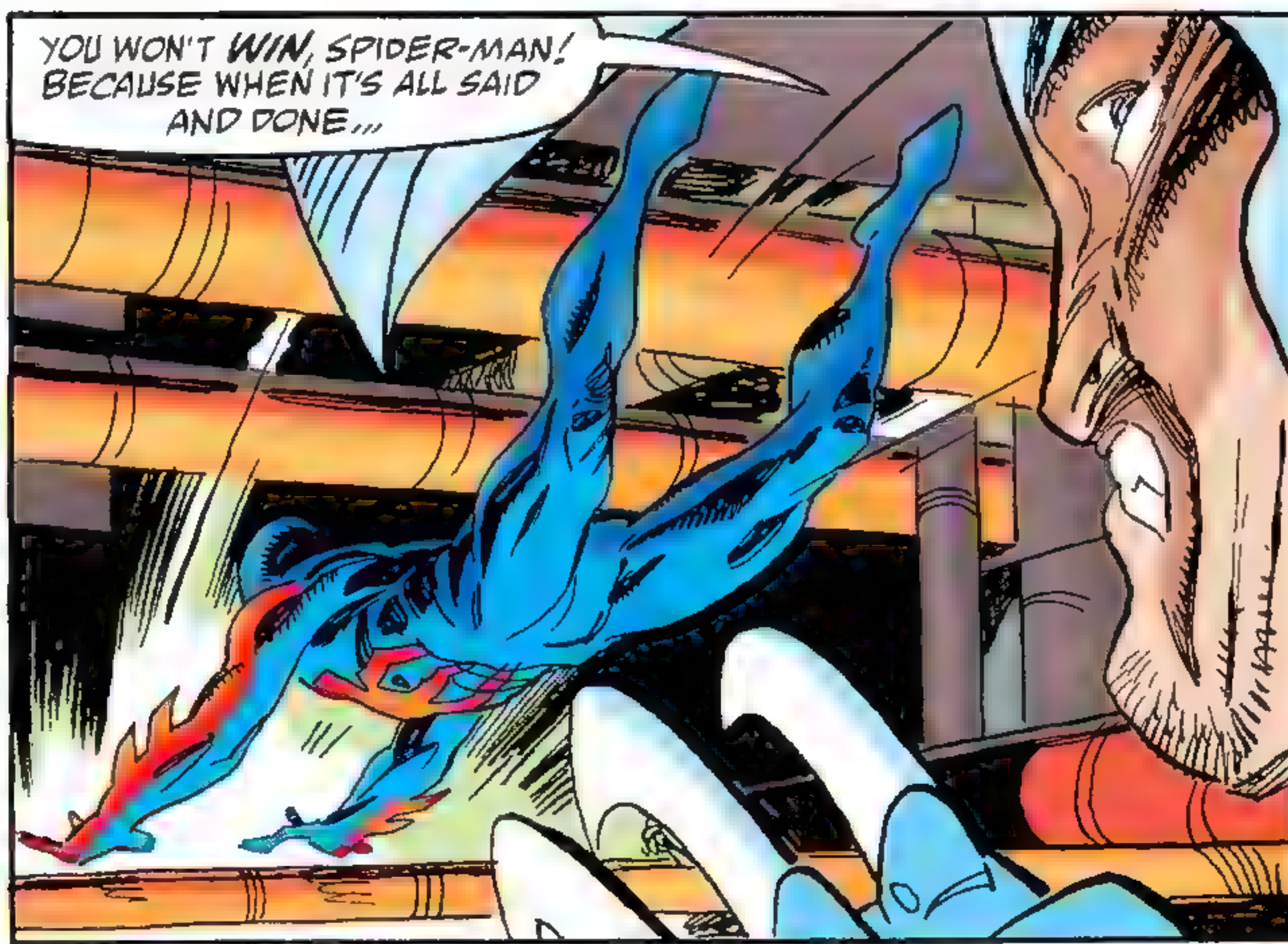
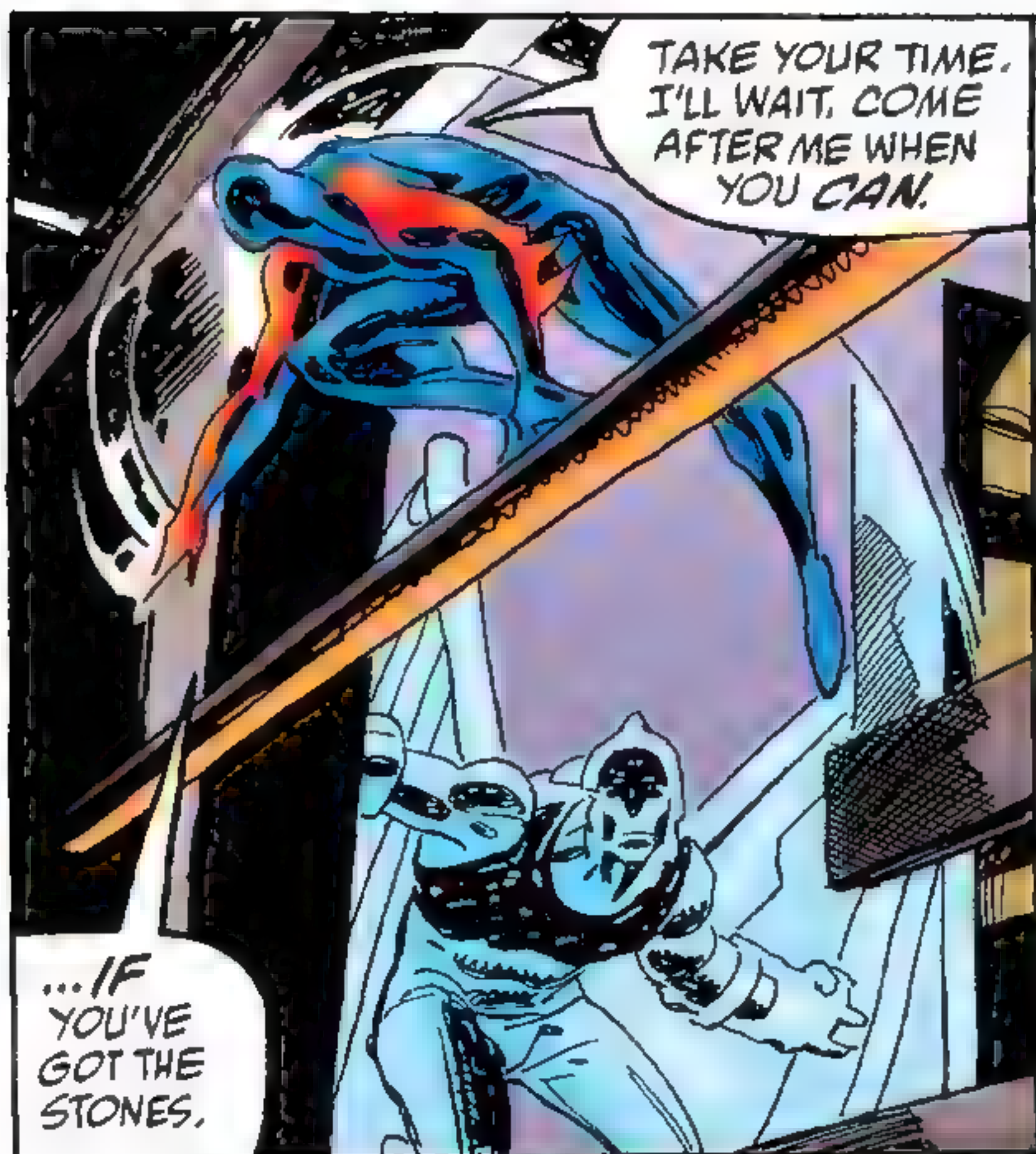


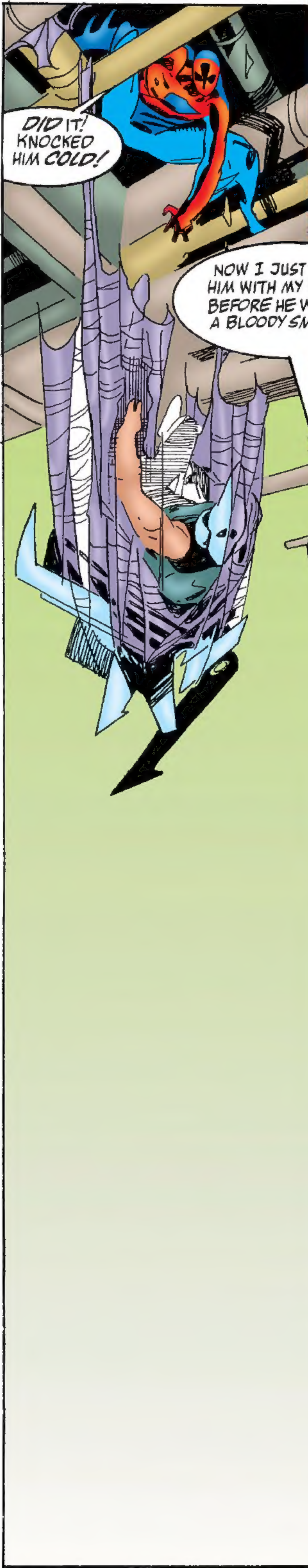
YOU'RE JUST AFRAID
TO GET NEAR ME!



AND BEING AFRAID IS THE
FIRST *SMART* THING TO
GO THROUGH YOUR HEAD
TODAY!

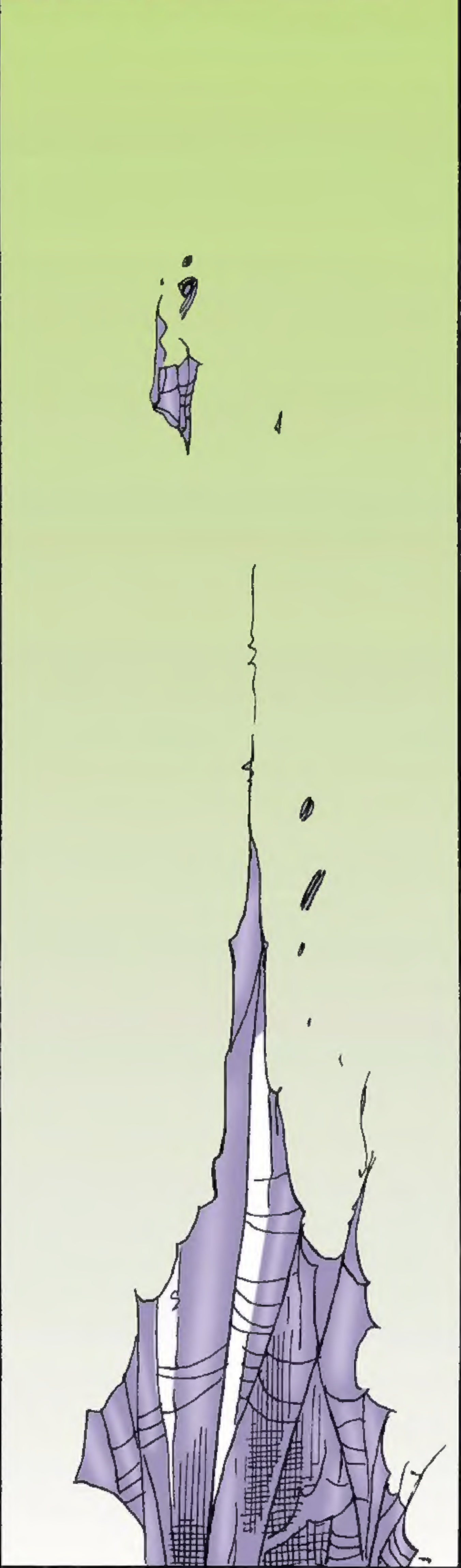


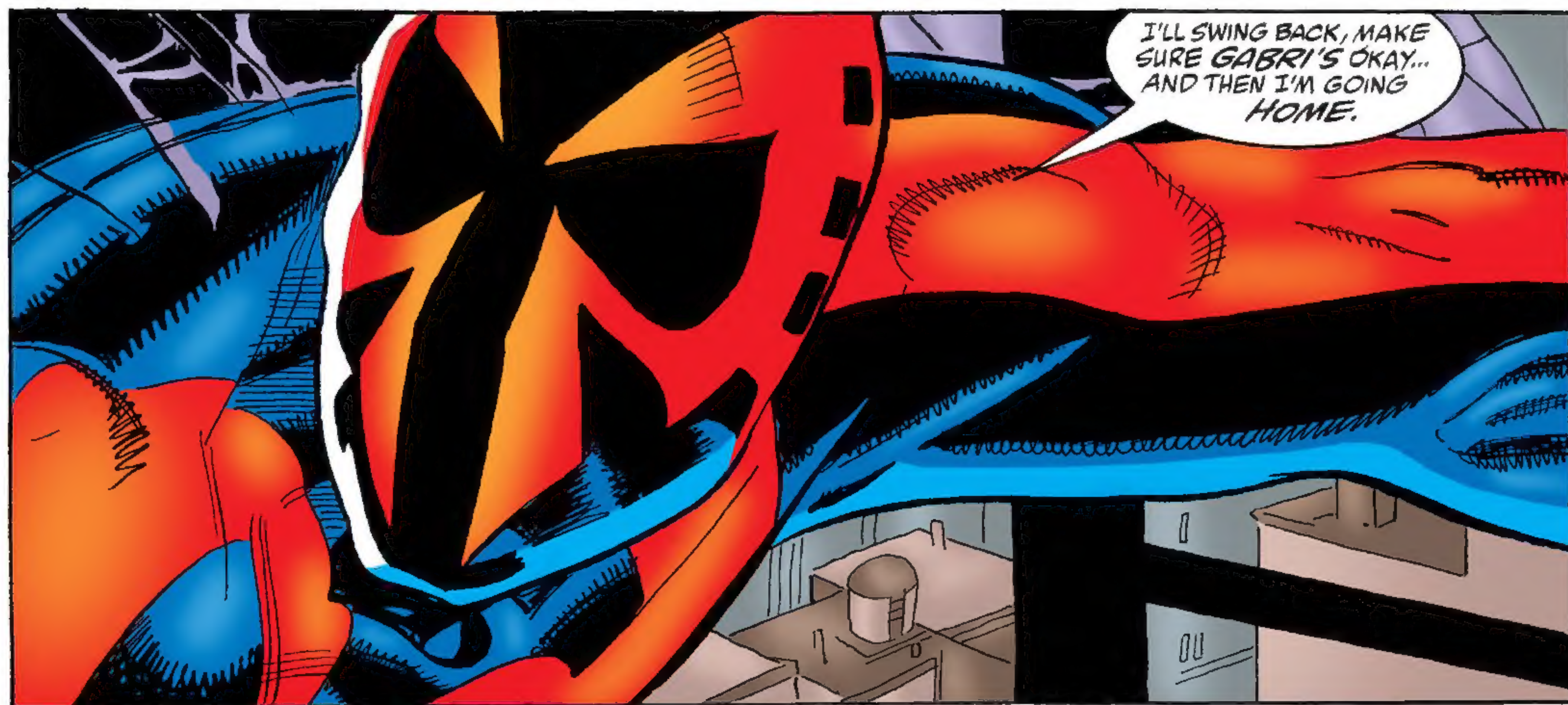




NOW I JUST SNAG
HIM WITH MY WEBBING
BEFORE HE WINDS UP
A BLOODY SMEAR ON...

...ON...





I'LL SWING BACK, MAKE SURE GABRI'S OKAY... AND THEN I'M GOING HOME.

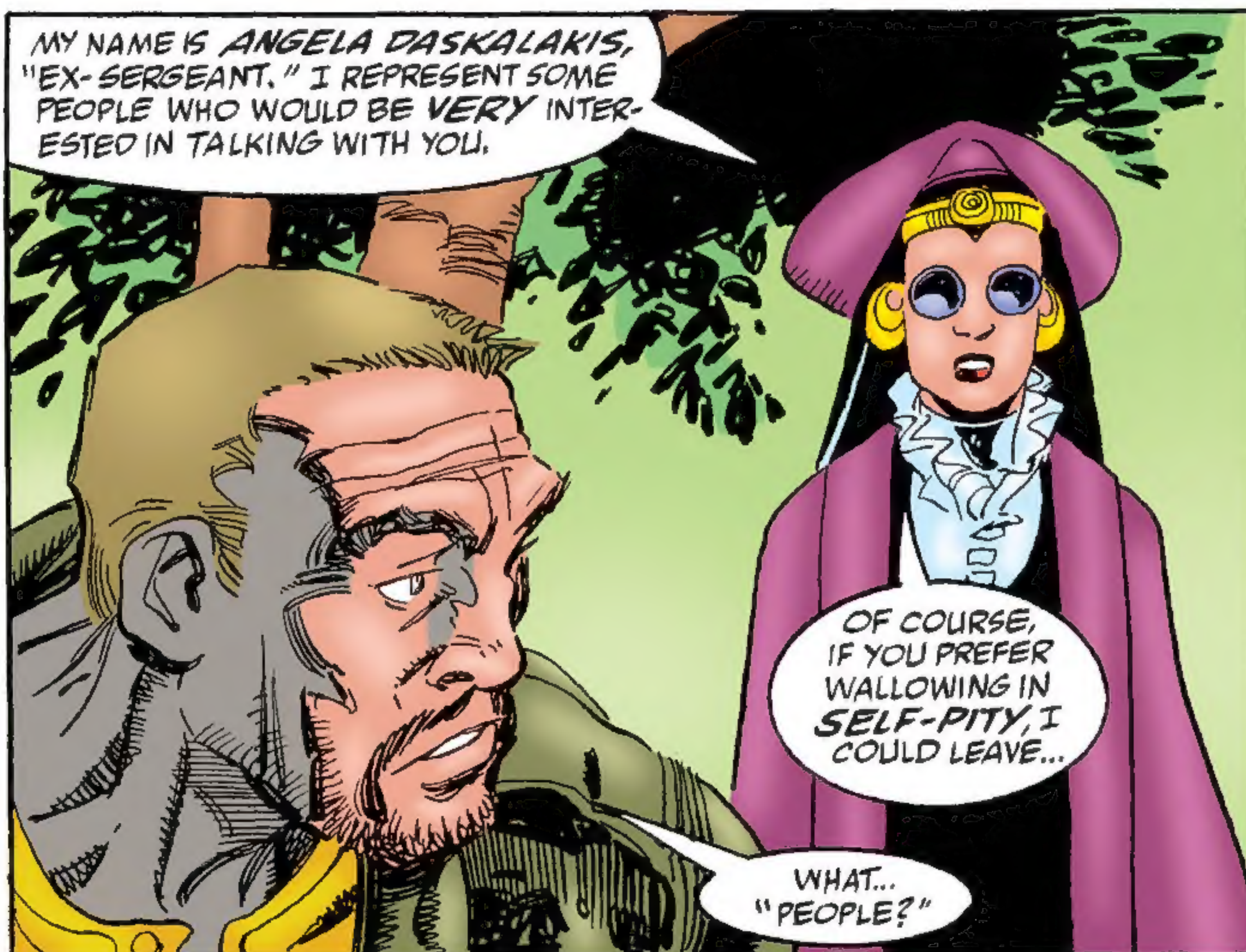


UPTOWN...

SERGEANT ESTEVEZ.

EX-SERGEANT.

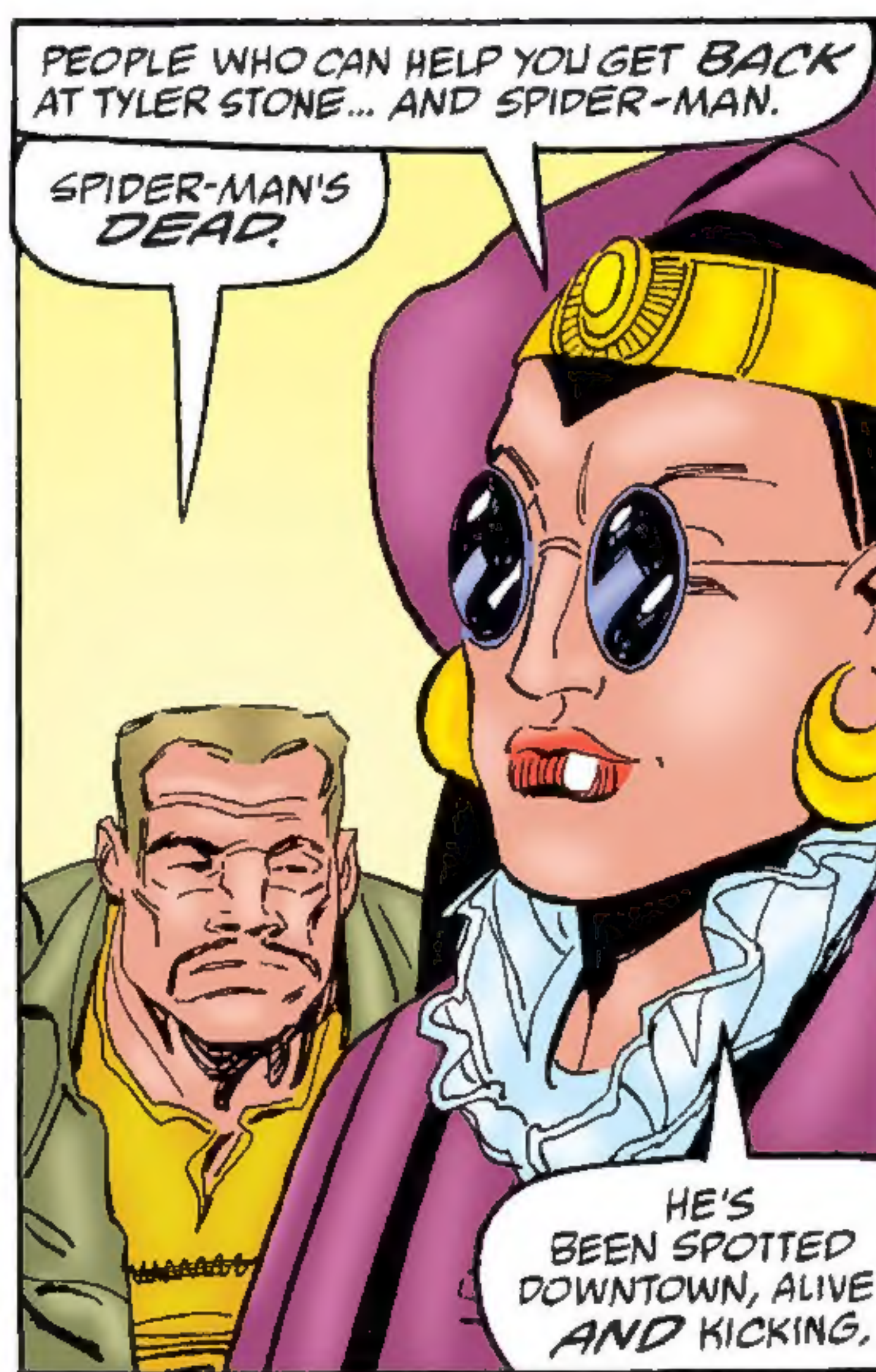
WHO THE SHOCK WANTS TO KNOW?



MY NAME IS ANGELA DASKALAKIS, "EX-SERGEANT." I REPRESENT SOME PEOPLE WHO WOULD BE VERY INTERESTED IN TALKING WITH YOU.

OF COURSE, IF YOU PREFER WALLOWING IN SELF-PITY, I COULD LEAVE...

WHAT... "PEOPLE?"



PEOPLE WHO CAN HELP YOU GET BACK AT TYLER STONE... AND SPIDER-MAN.

SPIDER-MAN'S DEAD.

HE'S BEEN SPOTTED DOWNTOWN, ALIVE AND KICKING.



I TAKE IT YOU'RE INTERESTED?

INTERESTED? LADY...

...YOU MIGHT BE THE ANSWER TO MY PRAYERS.



Z
O
N
S



Z
O
N
S